

SEAL OF THE STATE OF ILLINOIS
OFFICE OF
THE SECRETARY OF STATE

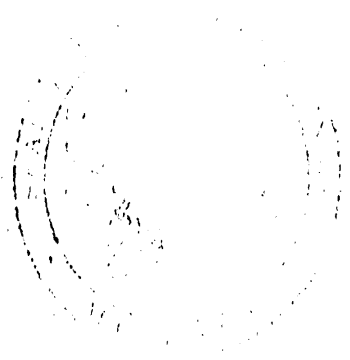


Property of Cook County Clerk's Office

Whereas, APPLICATION FOR WITHDRAWAL OF
DAWSON'S HANDY ANDY HOME IMPROVEMENT CENTERS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 18TH
day of FEBRUARY A.D. 19⁹² and
of the Independence of the United States
the two hundred and 16TH



George H Ryan
SECRETARY OF STATE

25'

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George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1833

FILED
FEB 18 1992

SUBMIT IN TRIPLICATE

This space for use by
Secretary of State
Date 2-18-92
License Fee \$
Franchise Tax \$
Filing Fee \$ 25.00
Penalty \$
Interest \$
Approved: R

Remit payment in check or money
order, payable to Secretary of State.

GEORGE H. RYAN
SECRETARY OF STATE

1. CORPORATE NAME: DAWSON'S HANDY ANDY HOME IMPROVEMENT CENTERS, INC.
2. STATE OR COUNTRY OF INCORPORATION: Delaware
3. Post office address to which may be mailed a copy of any process against the corporation that may be served on the Secretary of State:
c/o Handy Andy Home Improvement Centers, Inc.
905 East Golf Road, Schaumburg, IL 60173
4. No portion of its issued shares at this time is represented by business transacted or property located in this State.
5. It surrenders its authority to transact business in Illinois.
6. It revokes the authority of its registered agent in Illinois to accept service of process, and hereby consents that service of process in any suit, action or proceeding based upon any cause of action arising in this State during the time this corporation was licensed to transact business in this State may hereafter be made on such corporation by service thereof upon the Secretary of State.

(COMPLETE ONLY WHEN APPLICABLE)

7. (a) List all issuances of shares not previously reported to the Secretary of State (including shares issued for cash or other property, share dividends, share splits, share exchanges pursuant to Section 11.10, and shares to effect an exchange or reclassification of issued shares) and give the value of the entire consideration received therefor, less expenses; list any amounts added or transferred to paid-in capital, without the issuance of shares.

Date of Issuance or Contribution	Class	Par Value	Number of Shares Issued	Entire Consideration Received
				\$ _____
				\$ _____
			TOTAL	\$ _____

- (b) List all cancellations of shares not previously reported to the Secretary of State, and give the cost.

Date of Cancellation	Class	Number of Shares Cancelled	Cost
			\$ _____
			\$ _____
		TOTAL	\$ _____

SECRETARY OF STATE

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8. Issued shares at date of execution:

Class	Number of Shares
Common	240

9. Paid-in capital at date of execution:

Paid-in Capital \$ 1,367,130

(*Paid-in Capital* replaces the terms "Stated Capital" and "Paid-in Surplus" and is equal to the total of these accounts.)

10. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated January 14 19 92

DAWSON'S HANDY ANDY HOME IMPROVEMENT CENTERS, INC.

(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Norman Plotkin, Asst. Secretary
(Type or Print Name and Title)

Steven Kadish, President
(Type or Print Name and Title)

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