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**F95000005561**

C T CORPORATION SYSTEM

Requestor's Name  
 660 East Jefferson Street

Address  
 Tallahassee, Florida 32301

City State Zip Phone  
 904-222-1092

CORPORATION(S) NAME

*Quester Corp Management, Inc.*

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 OFFICE  
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607 1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. GARDEN RIDGE MANAGEMENT, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. Applied for  
(FEI number, if applicable)
4. November 8, 1995  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 19411 Atrium Place, Suite 170, Houston, Texas 77084  
(Current mailing address)
8. Retail sales  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)
10. Registered agent acceptance:  
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

E. Wayne Patterson

(Registered agent's signature) (Officer)

E. Wayne Patterson, Special Asst. Secretary

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: See attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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Treasurer \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Jane Arbuthnot*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jane Arbuthnot, Secretary  
(Typed or printed name and capacity of person signing application)

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**OFFICERS AND DIRECTORS  
GARDEN RIDGE MANAGEMENT, INC.**

A. Directors:

Armand Shapiro  
19411 Atrium Place  
Suite 170  
Houston, Texas 77084

Jack E. Lewis  
19411 Atrium Place  
Suite 170  
Houston, Texas 77084

Jane Arbuthnot  
19411 Atrium Place  
Suite 170  
Houston, Texas 77084

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B. Directors:

Armand Shapiro  
Chairman, CEO

Jack E. Lewis  
President and Chief Operating Officer

Jane Arbuthnot  
Chief Financial Officer, Vice President,  
Secretary and Treasurer

604547

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GARDEN RIDGE MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATE AFFAIRS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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