

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Finish Line, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Roberta M. Tharpe

(Name of Person)

The Finish Line, Inc.

(Firm/Company)

3308 N. Mitthoeffer Road

(Address)

Indianapolis, IN 46235

(City/State and Zip code)

2004 AUG 23 P 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Roberta M. Tharpe at (**317**) **613-6949**
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. The Finish Line, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

The Finish Line, Inc. of Indiana
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Indiana 3. 35-1537210
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 2, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 29, 2004
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3308 N. Mitthoeffer Road, Indianapolis, IN 46235
(Principal office address)
3308 N. Mitthoeffer Road, Indianapolis, IN 46235
(Current mailing address)

8. Retail sales of athletic shoes and apparel
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

NRAI Services, Inc.

By: Ed Hand - Asst Secretary
(Registered agent's signature)

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 business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: **See Attached List**

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: **See Attached List**

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. **Gary D. Cohen, Executive VP, General Counsel and Secretary**
(Typed or printed name and capacity of person signing application)

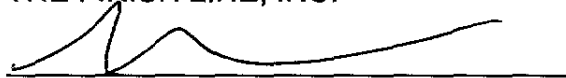
RESOLUTION OF BOARD OF DIRECTORS
OF
THE FINISH LINE, INC.

The undersigned does hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of The Finish Line, Inc., a corporation duly organized and existing under the laws of the state of Indiana, which resolution was duly adopted at a duly called meeting of the said Board, held on the 22 day of July, 2004, a quorum being present, and is set forth in the minutes of the said meeting; and that the said resolution has not been rescinded or modified:

RESOLVED, that The Finish Line, Inc., organized and existing under the laws of the State of Indiana, hereby adopts the name The Finish Line, Inc. of Indiana for use in the State of Florida for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Florida under the name The Finish Line, Inc. of Indiana; and resolved further that all activities and business of the corporation within the State of Florida shall be carried out under the name The Finish Line, Inc. of Indiana

IN WITNESS WHEREOF, I have subscribed my name on this 29 day of July, 2004.

THE FINISH LINE, INC.



Gary D. Cohen, EVP, General Counsel & Secretary
Name & Title

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2004 AUG 23
SECRETARY
CLAHASSE

**The Finish Line, Inc.
Officers and Directors**

<u>Officer</u>	<u>Director</u>	<u>Name</u>	<u>Position</u>	<u>Term Expires</u>
X	X	Alan H. Cohen, Chairman of the Board of Directors & CEO 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Glenn S. Lyon, President 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X	X	David I. Klapper, Senior Executive Vice President 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X	X	Larry J. Sablosky, Senior Executive Vice President 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Steven J. Schneider, Senior Executive V.P., COO 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Gary D. Cohen, Executive V.P., General Counsel & Secretary 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Kevin S. Wampler, Executive V.P., CFO & Assistant Secretary 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Kimberly Gilpin, V.P., Assistant General Counsel, Lease Administration 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Roberta Tharpe, V.P., Corporate Taxation 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Donald E. Courtney, Exec. V.P., IS, Distribution, CFO & Assistant Secretary 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Michael L. Marchetti, Executive V.P., Store Operations 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		George S. Sanders, Executive V.P., Real Estate & Store Development 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		James B. Davis, Senior V.P., Real Estate 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Robert A. Edwards, Senior V.P., Distribution 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Kevin G. Flynn, Senior V.P., Marketing 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Roger Underwood, Senior V.P., Information Systems 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Tim Geis, Senior V.P., General Merchandise Manager 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Mike Smith, Senior V.P., Loss Prevention 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Todd Kuebel, Vice President, Inventory Management 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Cindy L. Cook, Vice President, Human Resources & Payroll 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Jason Prodouz, Vice President, Planning & Allocation 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Norman Wain, Vice President, Legal Affairs 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Al Goizueta, Vice President, Stores 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Greg Davis, Vice President, Store Operations 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05
X		Mark Lallathin, Regional Vice President 3308 N. Mitthoeffer Road, Indianapolis, IN 46235		07/05

**The Finish Line, Inc.
Officers and Directors**

<u>Officer</u>	<u>Director</u>	<u>Name</u>	<u>Position</u>	<u>Term Expires</u>
X		Mark Kirby,	Regional Vice President 3308 N. Mitthoeffer Road, Indianapolis, IN 46235	07/05
X		John Dickhut,	Regional Vice President 3308 N. Mitthoeffer Road, Indianapolis, IN 46235	07/05
X		Mike McCall,	Regional Vice President 3308 N. Mitthoeffer Road, Indianapolis, IN 46235	07/05
	X	Jeffrey H. Smulyan,	Director 3308 N. Mitthoeffer Road, Indianapolis, IN 46235	07/05
	X	Stephen Goldsmith,	Director 3308 N. Mitthoeffer Road, Indianapolis, IN 46235	07/05
	X	Bill Kirkendall,	Director 3308 N. Mitthoeffer Road, Indianapolis, IN 46235	07/05
	X	Bill Carmichael,	Director 3308 N. Mitthoeffer Road, Indianapolis, IN 46235	07/05

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

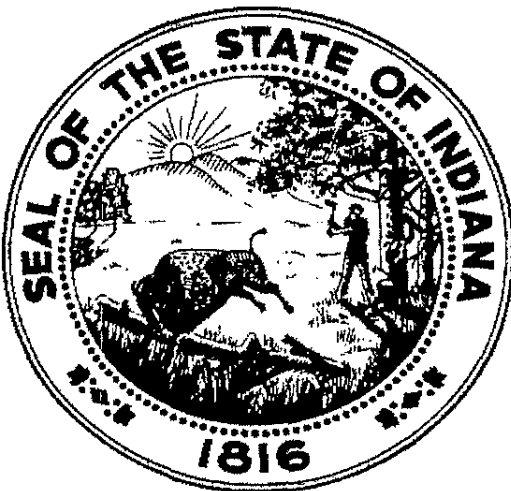
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

THE FINISH LINE, INC.

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on July 02, 2004, and was in existence or authorized to transact business in the State of Indiana on August 09, 2004.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Tenth Day of August, 2004.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA, Secretary of State

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2004 AUG 23 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FL