

F15000001007

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

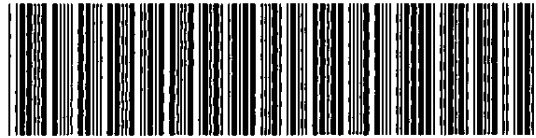
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600269838036

RECEIVED  
DEPARTMENT OF STATE  
15 MAR 11 AM 11:02  
NOT A RETURN  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

RECEIVED  
DEPARTMENT OF STATE  
15 MAR 11 AM 8:48  
ALL MARKS FOR FILING

MD 3/12

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 529742 7789432

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : March 5, 2015

ORDER TIME : 9:02 AM

ORDER NO. : 529742-015

CUSTOMER NO: 7789432

FOREIGN FILINGS

NAME: FIVE BELOW, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: \_\_\_\_\_

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. FIVE BELOW, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

15 MAR 11 AM 8:49  
STATE OF FLORIDA  
DEPARTMENT OF STATE

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Pennsylvania

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. January 30, 2002

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1818 Market Street, Suite 2000, Philadelphia, PA 19103

(Principal office address)

1818 Market Street, Suite 2000, Philadelphia, PA 19103

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City) (Zip code)

9. 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.

Corporation Service Company

By:

Stephanie Milnes  
(Registered agent's signature)

Stephanie Milnes  
Asst. Vice President

10. 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.

11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: David Schlessinger  
Address: 1818 Market Street, Suite 2000  
Philadelphia, PA 19103

Vice Chairman: Thomas Vellios  
Address: 1818 Market Street, Suite 2000  
Philadelphia, PA 19103

Director: Joel Anderson  
Address: 1818 Market Street, Suite 2000  
Philadelphia, PA 19103

Director: Thomas Ryan  
Address: 1818 Market Street, Suite 2000  
Philadelphia, PA 19103

15 MAR 11 AM 8:48  
DEPARTMENT OF STATE  
CORPORATE SECRETARIAT

**B. OFFICERS**

President: Joel Anderson  
Address: 1818 Market Street, Suite 2000  
Philadelphia, PA 19103

Vice President: Karen Ward Procell  
Address: 1818 Market Street, Suite 2000  
Philadelphia, PA 19103

Secretary: Karen Ward Procell  
Address: 1818 Market Street, Suite 2000, Philadelphia, PA 19103

Treasurer: Ken Bull  
Address: 1818 Market Street, Suite 2000, Philadelphia, PA 19103

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

12.   
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Karen Ward Procell, VP of Legal and Corporate Secretary  
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

MARCH 5, 2015

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

**FIVE BELOW, INC.**

is duly incorporated as a Pennsylvania Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Pedro A. Contes*

Acting Secretary of the Commonwealth

15 MAR 11 AM 8:48  
DEPARTMENT OF STATE  
HARRISBURG, FLORIDA