

F 95000004347

August, 1995

200001580172
-09/08/95--01025--012
*****35.00 *****35.00

CT Corporation System
454 Norwest Mall
Bank Building
Minneapolis, MN 55401
612 333 4315
Fax 612 333 2524

Secretary of State
Corporate Records Bureau
Division of Corporation
400 East Gaines Street
Tallahassee, Florida 32399

Re: Withdrawal of: (old) Retail Associates, Inc. P31966
Qualification of: (now) Retail Associates, Inc.
Order #: 321735

Counsel: Richard Hackett
Gray Plant Mooty Mooty and Bennett
3400 City Center
33 S. 6th Street
Minneapolis, MN 55402

200001580172
-09/08/95--01025--013
*****35.00 *****35.00

Gentlemen:

As requested by counsel, we enclose for filing Withdrawal documents and Qualification documents for the above named companies (please file simultaneously), together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-626-1773.

Very truly yours,

Molly A. Williams
Technical Specialist

/maw

Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -5 PM 4: 07

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. Retail Associates, 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. Minnesota 3. 41-0942904
(State or country under the law of which it is incorporated) (FEI number if applicable)

4. May 5, 1961 5. Perpetual
(Date of Incorporation) (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. 1111 Third Avenue South, Suite 436, Minneapolis, Minnesota 55404
(Current mailing address)

8. Retailer of specialty items, particularly maternity wear for women and associated
items.
(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP - 5 PM 4: 07

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

Susan J. Wanner Asst. Secy.
(Registered agent's signature) (Officer)

Susan J. Wanner Assistant Secretary
(Type Name and Title of Officer)

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: John W. Olmstead

Address: 1111 Third Avenue South, Suite 416
Minneapolis, Minnesota 55404

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -5 PM 4:07

Treasurer _____

Address: _____

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

13. *Julius F. Donella*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Julius F. Donella, Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP - 5 PM 4: 07

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Retail Associates, Inc.**

1. Julian F. Bonello
1111 Third Avenue South, Suite 436
Minneapolis, Minnesota 55404
2. John W. Olmscheid
1111 Third Avenue South, Suite 436
Minneapolis, Minnesota 55404
3. Stephen P. Bonello
1111 Third Avenue South, Suite 436
Minneapolis, Minnesota 55404
4. John C. Olmscheid
1111 Third Avenue South, Suite 436
Minneapolis, Minnesota 55404

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -5 PM 4:07

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Retail Associates, Inc.**

1. Julius F. Bonello, Secretary and Treasurer
1111 Third Avenue South, Suite 436
Minneapolis, Minnesota 55404
2. John W. Olmacheid, President
1111 Third Avenue South, Suite 436
Minneapolis, Minnesota 55404
3. Stephen P. Bonello, Vice President of Operation
1111 Third Avenue South, Suite 436
Minneapolis, Minnesota 55404
4. John C. Olmacheid, Vice President of MIS
1111 Third Avenue South, Suite 436
Minneapolis, Minnesota 55404

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -5 PM 4: 07

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the Chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

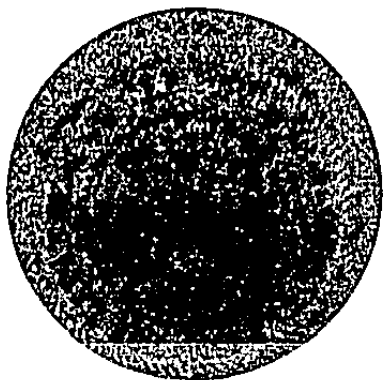
NAME: Retail Associates, Inc.

DATE FORMED: 5/5/1961

CHAPTER GOVERNED BY: 302A

This certificate has been issued on 6/30/1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -5 PM 4: 07



Joan Anderson Grove
Secretary of State.