

120 HAYS STREET
TALLAHASSEE, FL 32301-2007

800-342-8086

F96000004602

CSC networks
PROVIDER OF
TELECOMMUNICATIONS SERVICES

ACCOUNT NO. 0721000003

REFERENCE : 076474 5029669

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 5, 1996

ORDER TIME : 9:32 AM

ORDER NO. : 076474

CUSTOMER NO: 5029669

CUSTOMER: Mr. Stewart Hirsch
The Tjx Companies, Inc.
770 Cochituate Road

Framingham, MA 01701

110001942171

FILED
96 SEP -9 PM 1:19
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MARSHALLS OF MA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

df 9/9

CONTACT PERSON: Daniel W Leggett

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. Marshalls of MA, 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. Massachusetts
(State or country under the law of which it is incorporated)

3. 04-2261934
(FEI number, if applicable)

4. May 20, 1958
(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 817.155, F.S.*)

7. 770 Cochituate Road

Framingham, MA 01701

(Current mailing address)

8. Operation of retail stores.

(Purposes) 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: The United States Corporation Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

The United States Corporation Company

By: [Signature] Asst. VP
(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.

RECEIVED
95 SEP 19
PH 1:19
SECTION OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Bernard Cammarata

Address: 770 Cochituate Road
Framingham, MA 01701

Vice Chairman: _____

Address: _____

Director: Donald Campbell

Address: 770 Cochituate Road
Framingham, MA 01701

Director: Richard Lesser

Address: 770 Cochituate Road
Framingham, MA 01701

B. OFFICERS

President: Richard Lesser

Address: 770 Cochituate Road
Framingham, MA 01701

Vice President: Alfred Appel

Address: 770 Cochituate Road
Framingham, MA 01701

Secretary: Jay H. Meltzer

Address: 770 Cochituate Road
Framingham, MA 01701

Treasurer: Steven R. Wishner

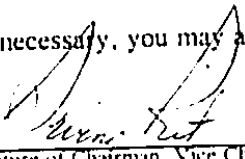
Address: 770 Cochituate Road
Framingham, MA 01701

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP -9 PM 1:19

FILED

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

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

14. Irving Ritz Vice President
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

August 28, 1996

TO WHOM IT MAY CONCERN:

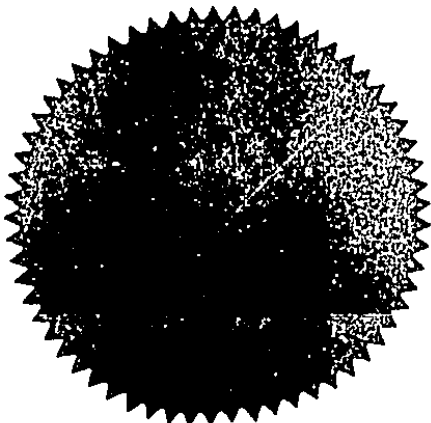
I hereby certify that according to the records of this office

Marshalls of MA, Inc.

is a domestic corporation organized on **May 20, 1958**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED
96 SEP - 9 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

NEM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

F96000004602

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

MARSHALL'S DEPARTMENT STORES OF ORLANDO, FLA., INC., a Florida corporation, 626841

MARSHALLS DEPARTMENT STORE OF SARASOTA, FL., INC., a Florida corporation, 687783

MARSHALLS OF SO. DADE, FLA., INC., a Florida corporation, F33283

MARSHALLS OF HIALEH, FLA., INC., a Florida corporation, F33282

MARSHALLS OF WEST PALM BEACH, FL., INC., a Florida corporation, F29364

MARSHALLS OF POMPANO, FLA., INC., a Florida corporation, F74082

MARSHALLS OF FT. MEYERS, FLA., INC., a Florida corporation, F74081

MARSHALLS OF NAPLES, FL., INC., a Florida corporation, F73640

into

MARSHALLS OF MA, INC., a Massachusetts corporation F96000004602

File date: September 27, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 1610.00

F96000004602

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

MARSHALLS OF CLEARWATER, FL., INC., a Florida corporation, G21507

MARSHALLS DEPARTMENT STORE OF DELRAY BEACH, FL., INC., a Florida corporation, G25751

MARSHALLS DEPARTMENT STORE COLONIAL, FL., INC., a Florida corporation, G43359

MARSHALLS OF ST. PETERSBURG, FL., INC., a Florida corporation, G53267

MARSHALLS OF DAYTONA BEACH, FLA., INC., a Florida corporation, G64837

MARSHALLS OF MELBOURNE, FL., INC., a Florida corporation, G79271

MARSHALLS OF BRADENTON, FL., INC., a Florida corporation, H14446

MARSHALLS OF BRANDON, FL., INC., a Florida corporation, H32135

into

MARSHALLS OF MA, INC., a Massachusetts corporation F96000004602

File date: September 27, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 1610.00

2

F96000004602

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

MARSHALLS OF CORAL TAMPA, FL., INC., a Florida corporation, H20440
MARSHALLS OF KENDALL, FL., INC., a Florida corporation, J07079
MARSHALLS OF DEERFIELD BEACH, FL., INC., a Florida corporation, J24918
MARSHALLS OF LAKELAND, FL., INC., a Florida corporation, J28716
MARSHALLS OF LARGO, FL., INC., a Florida corporation, J28713
MARSHALLS OF BOYNTON BEACH, FL., INC., a Florida corporation, J35248
MARSHALLS OF STUART, FL., INC., a Florida corporation, J64610
MARSHALLS OF MIAMI-FLAGLER, FL., INC., a Florida corporation, J97635

into

MARSHALLS OF MA, INC., a Massachusetts corporation F96000004602

File date: September 27, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 1610.00

3

F96000004602

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARSHALLS OF TAMPA-NO. DALE MABRY, FL., INC., a Florida corporation,
J97620

MARSHALLS OF WEST MIAMI, FL., INC., a Florida corporation, M88175

MARSHALLS OF GREENACRES, FL., INC., a Florida corporation, K43971

MARSHALLS OF PEMBROKE PINES, FL., INC., a Florida corporation, K50410

MARSHALLS OF MIAMI FALLS, FL., INC., a Florida corporation, K77629

MARSHALLS OF MIAMI AVENTURA, FL., INC., a Florida corporation, K82757

MARSHALLS OF KENDALL T & C, FL., INC., a Florida corporation, K82794

MARSHALLS OF PLANTATION FOUNTAINS, FL., INC., a Florida corporation,
K82790

into

MARSHALLS OF MA, INC., a Massachusetts corporation F96000004602

File date: September 27, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 1610.00

4

F9600000 4602

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARSHALLS OF JACKSONVILLE REGENCY, FL., INC., a Florida corporation,
K77825

MARSHALLS OF ORLANDO-HIAWASSEE, FL., INC., a Florida corporation,
K90757

MARSHALLS OF ORLANDO-MALL, FL., INC., a Florida corporation, K90760

MARSHALLS OF CORAL RIDGE, FL., INC., a Florida corporation, L00370

MARSHALLS OF 163RD MIAMI, FL., INC., a Florida corporation, L17973

MARSHALLS OF WEST BOCA RATON, FL., INC., a Florida corporation, L28335

MARSHALLS OF SAWGRASS MILLS, FL., INC., a Florida corporation, L87981

MARSHALLS OF HOLLYWOOD-OAKWOOD, FL., INC., a Florida corporation,
V51087

into

MARSHALLS OF MA, INC., a Massachusetts corporation F96000004602

File date: September 27, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 1610.00

5

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

F96000004602

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARSHALLS OF VENICE, FL., INC., a Florida corporation, P92000010354

MARSHALLS OF CORAL SPRINGS-ATLANTIC, FL., INC., a Florida corporation, P93000027449

MARSHALLS OF MIAMI-DOWNTOWN, FL., INC., a Florida corporation, P94000054385

MARSHALLS OF NORTH MIAMI BEACH, FL., INC., a Florida corporation, P94000054381

MARSHALLS OF ORLANDO-BUMBY, FL., INC., a Florida corporation, P94000071277

into

MARSHALLS OF MA, INC., a Massachusetts corporation F96000004602

File date: September 27, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 1610.00

6

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-4000 FAX

800-342-8086

F96000004602



ACCOUNT NO. : 072100000032

REFERENCE : 095727 5029669

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 1610.00

ORDER DATE : September 23, 1996

ORDER TIME : 8:29 AM

ORDER NO. : 095727

100001958621

CUSTOMER NO: 5029669

CUSTOMER: Joan P. Flores, Legal Asst
The Tjx Companies, Inc.
770 Cochituate Road

Framingham, MA 01701

ARTICLES OF MERGER

MARSHALLS OF (FL)

INTO

MARSHALLS OF MA, INC.

FILED
96 SEP 27 PM 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

9/27
Deborah Schroder
DIVISION OF CORPORATE REGISTRATION
96 SEP 27 AM 11:03
RECEIVED

ARTICLES OF MERGER

OF

MARSHALL'S DEPARTMENT STORES OF ORLANDO, FLA., INC.
MARSHALLS DEPARTMENT STORES OF SARASOTA, FL., INC.
MARSHALLS OF SO. DADE, FLA., INC.
MARSHALLS OF HIALEH, FLA., INC.
MARSHALLS OF WEST PALM BEACH, FL., INC.
MARSHALLS OF POMPANO, FLA., INC.
MARSHALLS OF FT. MEYERS, FLA., INC.
MARSHALLS OF NAPLES, FL., INC.
MARSHALLS OF CLEARWATER, FL., INC.
MARSHALLS DEPARTMENT STORE OF DELRAY BEACH, FL., INC.
MARSHALLS DEPARTMENT STORE COLONIAL, FL., INC.
MARSHALLS OF ST. PETERSBURG, FL., INC.
MARSHALLS OF DAYTONA BEACH, FL., INC.
MARSHALLS OF MELBOURNE, FL., INC.
MARSHALLS OF BRADENTON, FL., INC.
MARSHALLS OF BRANDON, FL., INC.
MARSHALLS OF CORAL TAMPA, FL., INC.
MARSHALLS OF KENDALL, FL., INC.
MARSHALLS OF DEERFIELD BEACH, FL., INC.
MARSHALLS OF LAKELAND, FL., INC.
MARSHALLS OF LARGO, FL., INC.
MARSHALLS OF BOYNTON BEACH, FL., INC.
MARSHALLS OF STUART, FL., INC.
MARSHALLS OF MIAMI-FLAGLER, FL., INC.
MARSHALLS OF TAMPA-NO. DALE MABRY, FL., INC.
MARSHALLS OF WEST MIAMI, FL., INC.
MARSHALLS OF GREENACRES, FL., INC.
MARSHALLS OF PEMBROKE PINES, FL., INC.
MARSHALLS OF MIAMI FALLS, FL., INC.
MARSHALLS OF MIAMI AVENTURA, FL., INC.
MARSHALLS OF KENDALL T & C, FL., INC.
MARSHALLS OF PLANTATION FOUNTAINS, FL., INC.
MARSHALLS OF JACKSONVILLE REGENCY, FL., INC.
MARSHALLS OF ORLANDO-HIAWASSEE, FL., INC.
MARSHALLS OF ORLANDO-MALL, FL., INC.
MARSHALLS OF CORAL RIDGE, FL., INC.
MARSHALLS OF 163RD MIAMI, FL., INC.
MARSHALLS OF WEST BOCA RATON, FL., INC.
MARSHALLS OF SAWGRASS MILLS, FL., INC.

FILED
96 SEP 27 PM 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**MARSHALLS OF HOLLYWOOD-OAKWOOD, FL., INC.
MARSHALLS OF VENICE, FL., INC.
MARSHALLS OF CORAL SPRINGS-ATLANTIC, FL., INC.
MARSHALLS OF MIAMI-DOWNTOWN, FL., INC.
MARSHALLS OF NORTH MIAMI BEACH, FL., INC.
MARSHALLS OF ORLANDO-BUMBY, FL., INC.,
all Florida corporations
(Collectively the "Extinguished Corporations")**

WITH AND INTO

**MARSHALLS OF MA, INC.,
a Massachusetts corporation**

**To the Department of State
State of Florida**

Pursuant to the Provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

- 1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging the Extinguished Corporations with and into Marshalls of MA, Inc. as approved by the Board of Directors of the Extinguished Corporations on September 19, 1996 and adopted by a unanimous vote at a meeting of the Board of Directors of Marshalls of MA, Inc. held on September 19, 1996.**
- 2. The merger of the Extinguished Corporations with and into Marshalls of MA, Inc. is permitted by laws of the Commonwealth of Massachusetts and has been authorized in compliance with said laws.**
- 3. Shareholder approval was not required for the merger.**
- 4. The effective time and date of the merger herein provided for in the State of Florida shall be September 27, 1996.**

EXECUTED ON September 20, 1996.

Marshall's Department Stores of Orlando, FLA., Inc.
Marshalls of West Boca Raton, FL., Inc.
Marshalls Department Stores of Sarasota, FL., Inc.
Marshalls of So. Dade, FLA., Inc.
Marshalls of Hialeah, FLA., Inc.
Marshalls of West Palm Beach, FL., Inc.
Marshalls of Pompano, FLA., Inc.
Marshalls of Ft. Meyers, FLA., Inc.
Marshalls of Naples, FL., Inc.
Marshalls of Clearwater, FL., Inc.
Marshalls Department Store of Delray Beach, FL., Inc.
Marshalls Department Store Colonial, FL., Inc.
Marshalls of St. Petersburg, FL., Inc.
Marshalls of Daytona Beach, FLA., Inc.
Marshalls of Melbourne, FL., Inc.
Marshalls of Bradenton, FL., Inc.
Marshalls of Brandon, FL., Inc.
Marshalls of Coral Tampa, FL., Inc.
Marshalls of Kendall, FL., Inc.
Marshalls of Deerfield Beach, FL., Inc.
Marshalls of Lakeland, FL., Inc.
Marshalls of Largo, FL., Inc.
Marshalls of Boynton Beach, FL., Inc.
Marshalls of Stuart, FL., Inc.
Marshalls of Miami-Flagler, FL., Inc.
Marshalls of Tampa-No. Dale Mabry, FL., Inc.
Marshalls of West Miami, FL., Inc.
Marshalls of Greenacres, FL., Inc.
Marshalls of Pembroke pines, FL., Inc.
Marshalls of Miami Falls, FL., Inc.
Marshalls of Miami Aventura, FL., Inc.
Marshalls of Kendall T & C, FL., Inc.
Marshalls of Plantation Fountains, FL., Inc.
Marshalls of Jacksonville Regency, FL., Inc.
Marshalls of Orlando-Hiawasse, FL., Inc.
Marshalls of Orlando-Mall, FL., Inc.
Marshalls of Coral Ridge, FL., Inc.
Marshalls of 163rd Miami, FL., Inc.
Marshalls of Sawgrass Mills, FL., Inc.
Marshalls of Hollywood-Oakwood, FL., Inc.
Marshalls of Venice, FL., Inc.
Marshalls of Coral Springs-Atlantic, FL., Inc.
Marshalls of Miami-Downtown, FL., Inc.
Marshalls of North Miami Beach, FL., Inc.
Marshalls of Orlando-Bumby, FL., Inc.
(the "Extinguished Corporations")

MARSHALLS OF MA, INC.


Donald G. Campbell, Vice President


Donald G. Campbell, Vice President

EXHIBIT A

PLAN OF MERGER

1. Marshalls of MA, Inc. (the "Parent"), which is a business corporation of the Commonwealth of Massachusetts and the owner of all of the outstanding shares of: Marshall's Department Stores of Orlando, Fla., Inc., Marshalls Department Stores of Sarasota, Fla., Inc., Marshalls of So. Dade, Fla., Inc., Marshalls of Hialeah, Fla., Inc., Marshalls of Pompano, Fla., Inc., Marshalls of West Palm Beach, Fla., Inc., Marshalls of Ft. Meyers, Fla., Inc., Marshalls of Naples, Fla., Inc., Marshalls of Clearwater, Fla., Inc., Marshalls Department Store of Delray Beach, Fla., Inc., Marshalls Department Store Colonial Fla., Inc., Marshalls of St. Petersburg, Fla., Inc., Marshalls of Daytona Beach, Fla., Inc., Marshalls of Melbourne, Fla., Inc., Marshalls of Bradenton, Fla., Inc., Marshalls of Brandon, Fla., Inc., Marshalls of Coral Tampa, Fla., Inc., Marshalls of Kendall, Fla., Inc., Marshalls of Deerfield Beach, Fla., Inc., Marshalls of Lakeland, Fla., Inc., Marshalls of Largo, Fla., Inc., Marshalls of Boynton Beach, Fla., Inc., Marshalls of Stuart, Fla., Inc., Marshalls of Miami-Flagler, Fla., Inc., Marshalls of Tampa-No. Dale Mabry, Fla., Inc., Marshalls of West Miami, Fla., Inc., Marshalls of Greenacres, Fla., Inc., Marshalls of Pembroke Pines, Fla., Inc., Marshalls of Miami Falls, Fla., Inc., Marshalls of Miami Aventura, Fla., Inc., Marshalls of Kendall T & C, Fla., Inc., Marshalls of Plantation Fountains, Fla., Inc., Marshalls of Jacksonville Regency, Fla., Inc., Marshalls of Orlando-Hiawassee, Fla., Inc., Marshalls of Orlando-Mall, Fla., Inc., Marshalls of Coral Ridge, Fla., Inc., Marshalls of 163rd Miami, Fla., Inc., Marshalls of West Boca Raton, Fla., Inc., Marshalls of Sawgrass Mills, Fla., Inc., Marshalls of Hollywood-Oakwood, Fla., Inc., Marshalls of Venice, Fla., Inc., Marshalls of Coral Springs-Atlantic, Fla., Inc., Marshalls of Miami-Downtown, Fla., Inc., Marshalls of North Miami Beach, Fla., Inc., Marshalls of Orlando-Bumby, Fla., Inc. (collectively referred to hereinafter as the "Extinguished Corporations"), which are business corporations of the State of Florida and the subsidiary corporations, hereby merges the Extinguished Corporation with into Marshalls of MA, Inc., pursuant to the provisions of the Florida Business Corporation Act; and pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts.

2. The separate existence of the Extinguished Corporations shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporations Act; and the Parent shall continue its existence as the surviving corporation pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts.

3. The issued shares of the Extinguished Corporations shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of the Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or other the merger herein provided for.