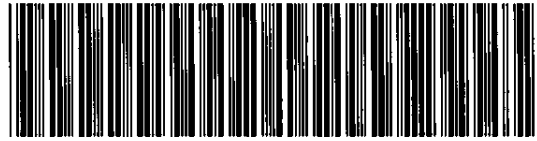


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(Requestor's Name)

(Address)

(Address)

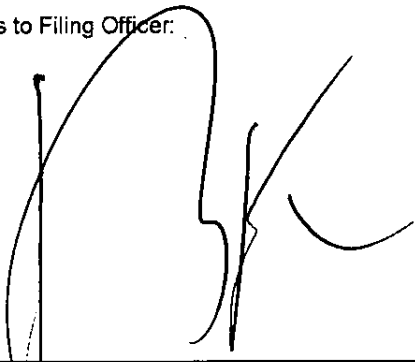
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:  


Office Use Only

RECEIVED  
06 DEC 15 PM 4: 24  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
06 DEC 15 AM 8: 38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 670270 7470396  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 125.00

06 DEC 15 AM 8:38  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 15, 2006  
ORDER TIME : 3:35 PM  
ORDER NO. : 670270-010  
CUSTOMER NO: 7470396

FOREIGN FILINGS

NAME: RETAILCONNECT LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

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

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED  
DEC 15 AM 8:38  
SECRETARY OF STATE  
ALLAHSEE, FLORIDA

1. RetailConnect LLC  
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-5042152  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 03-03-2006 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. C/O DAS, 437 Madison Avenue  
New York, NY 10022  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
DAS Holdings Inc., 437 Madison Avenue, New York, NY 10022  
\_\_\_\_\_  
\_\_\_\_\_

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Retail Marketing

Deborah E. Zangara  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
On behalf of DAS Holdings Inc: Deborah E. Zangara- Secretary

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RetailConnect LLC

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2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

---

(Name)

1201 Hays Street

---

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

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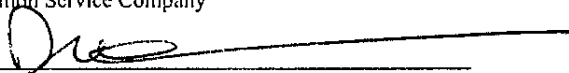
FL 32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

Corporation Service Company

By:



(Signature)

**\$ 100.00 Filing Fee for Application**  
**\$ 25.00 Designation of Registered Agent**  
**\$ 30.00 Certified Copy (optional)**  
**\$ 5.00 Certificate of Status (optional)**

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RETAILCONNECT LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RETAILCONNECT LLC" WAS FORMED ON THE THIRD DAY OF MARCH, A.D. 2006.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

4119889 8300

061152158

AUTHENTICATION: 5284272

DATE: 12-15-06