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C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100003033821-3
-11/03/99-01052-009
***125.00 ***125.00

Retail Distributors, LLC

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

499A 000 53290



RETAIL DISTRIBUTORS, INC.

November 1, 1999


Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Pursuant to the provisions of Chapter 607.0403 of the Florida Business Corporation Act, we hereby consent to the use of "Retail Distributors, LLC" as the name to be used in the State of Florida by a Delaware limited liability company affiliated with the undersigned.

Very truly yours,

Retail Distributors, Inc.

By: 
Victor Grillo, Sr., President

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TALLAHASSEE 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:

1. Retail Distributors, LLC
(Name of foreign limited liability company)

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

4. October 27, 1999 5. December 31, 2049
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing of Application of Foreign Registration in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 10 California Avenue
Framingham, MA 01701
(Street address of principal office)

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

9. The usual business addresses of the managing members or managers are as follows:

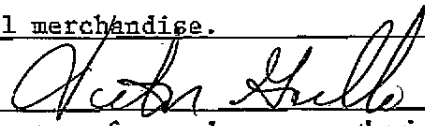
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Victor Grillo, Sr., 150 East Palmetto Park Road, Suite 700, Boca Raton, FL 33432

Raymond Wysocki, 150 East Palmetto Park Road, Suite 700, Boca Raton, FL 33432

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: To market, sell and distribute retail merchandise.


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.)
Victor Grillo, Sr.
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:

RETAIL DISTRIBUTORS, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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TALLAHASSEE FLORIDA

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, F.S.

C T Corporation System

Lauren Kreatz

(Signature)

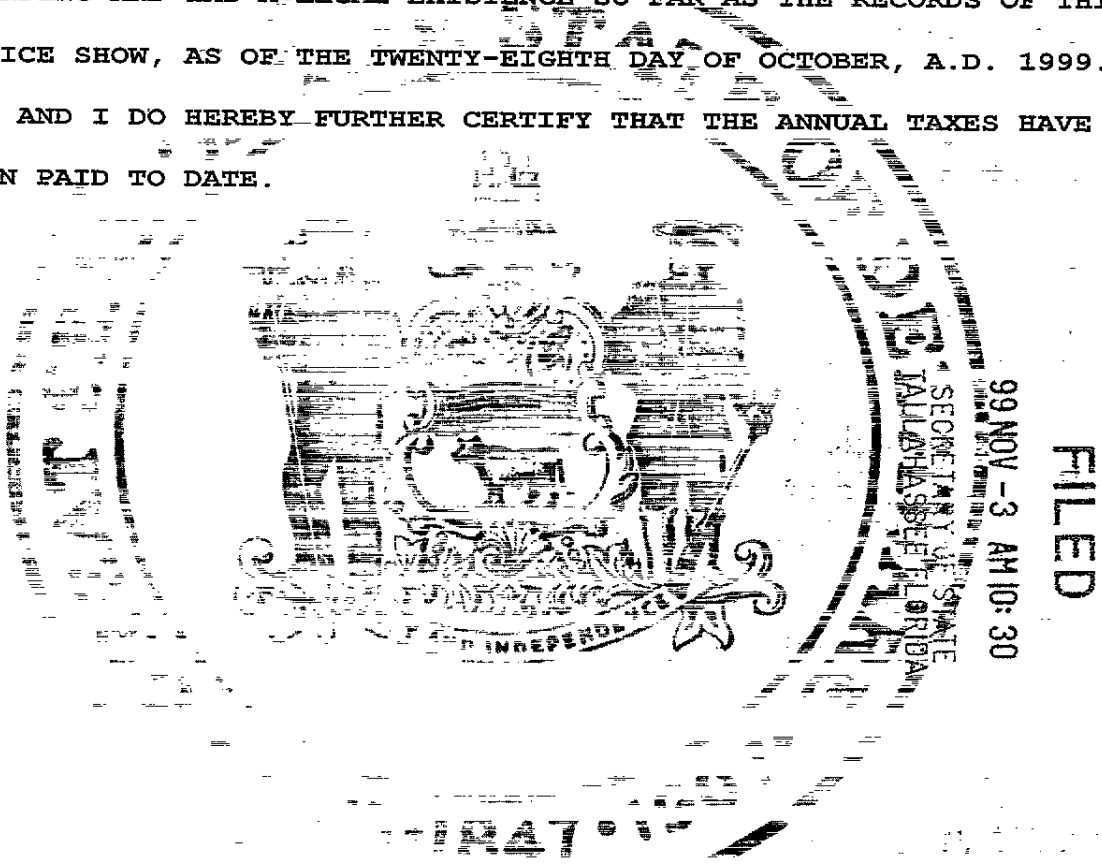
LAUREN H. KREATZ,
SPECIAL ASSISTANT SECRETARY

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RETAIL DISTRIBUTORS, 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 TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



99 NOV -3 AM 10:30

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

10-28-99