

Division of Corporations

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**ACTION BY WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF RE-STORES, INC.
WITHOUT A MEETING**

The undersigned, being all of the Directors of RE-STORES, INC., a corporation organized and existing under and by virtue of the laws of the State of Maryland (the "Corporation"), hereby take the following actions by written consent of a special meeting, pursuant to the provisions of Section 2-408, Maryland General Corporation Law:

WHEREAS, the Board of Directors desire to register the Corporation to transact business in the State of Florida; and

WHEREAS, the Corporation's name is unavailable for use in the State of Florida, and the Corporation is therefore required to do business under a fictitious name;

THEREFORE, IT IS HEREBY RESOLVED, that the following name is adopted by the Board of Directors to be used as the Corporation's name in the State of Florida:

STORES VENTURE, INC.

FURTHER RESOLVED, that the President of the Corporation is hereby authorized to execute and file with the Secretary of State of the State of Florida any and all documents necessary to qualify the Corporation in the State of Florida using the corporate name referenced above.

IN WITNESS WHEREOF, the undersigned have executed this Consent this 7th day of February, 2000.



Gary M. Ralston, Director



Kevin B. Habicht, Director

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. RE-STORES, 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. Maryland

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

3. 59-3608685

(FEI number, if applicable)

4. July 2, 1999

(Date of incorporation)

5. Perpetual

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

6. Effective upon acceptance of this application

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 450 S. Orange Avenue

Orlando, Florida 32801-3336

(Current mailing address)

8. Please see attached Addendum "A"

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road, Suite 250

Plantation, Florida, 33324

(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.

Wichy Goldstein
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gary M. RalstonAddress: 450 S. Orange AvenueOrlando, Florida 32801-3336Director: Kevin B. HabichtAddress: 450 S. Orange AvenueOrlando, FL 32801-3336**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Gary M. RalstonAddress: 450 S. Orange AvenueOrlando, Florida 32801-3336

Vice President: _____

Address: _____

Secretary: Kevin B. HabichtAddress: 450 S. Orange AvenueOrlando, FL 32801-3336Treasurer: Kevin B. HabichtAddress: 450 S. Orange AvenueOrlando, FL 32801-3336

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

13. K. B. Habicht

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

14. Kevin B. Habicht, Secretary

(Typed or printed name and capacity of person signing application)

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STORES VENTURE, INC.

ADDENDUM "A"

8. Purposes of corporation

The purpose of the Corporation is to engage in any and all lawful activities permitted under the General Corporation Law, as the same now exists and as hereafter amended.

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STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

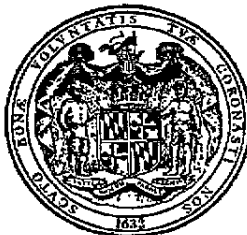
I FURTHER CERTIFY THAT RE-STORES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS DECEMBER 23, 1999.



Paul B. Anderson
Charter Division

00 FEB - 8 PM 3:00
CLERK OF THE COURT
DIVISION OF CORPORATIONS



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