

Document Number

F00000002202

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600003216406--7

-04/20/00-01043-019

*****70.00 *****70.00

Zany Brainy, Inc.

00 APR 20 PM 2:16

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

Qualification

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☐ Walk In

☐ Will Wait

☐ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

LAURA EARNEST

00 APR 20 AM 11:52

RECEIVED

4/20

**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.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 20 PM 2:16

1. ZANY BRAINY, 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. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-2663337
(FEI number, if applicable)
4. August 19, 1991
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated date of May 15, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Zany Brainy, Inc. c/o Legal Department
2520 Renaissance Blvd., King of Prussia, PA 19406
(Current mailing address)
8. Retail of multi-media educational children's toys and products
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
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.

Margaret E. Routzahn
C T Corporation System
(Registered agent's signature)

MARGARET E. ROUTZAHN
Special Assistant Secretary

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)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) *PLEASE SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) *PLEASE SEE ATTACHED LIST

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Keith C. Spurgeon, Chairman and CEO
(Typed or printed name and capacity of person signing application)

FILED
CLERK OF DISTRICT COURT
00 APR 20 PM 2:16
DIVISION OF RECORDS

List of Officers and Directors of Zany Brainy, Inc.

Officers

Name	Office	Address
1. Keith Spurgeon	Chairman and Chief Executive Officer	2520 Renaissance Boulevard King of Prussia, PA 19406
2. Thomas Vellios	President	2520 Renaissance Boulevard King of Prussia, PA 19406
3. Robert A. Helpert	Chief Financial Officer and Secretary/Treasurer	2520 Renaissance Boulevard King of Prussia, PA 19406
4. Daniel J. Kaufman	Assistant Secretary	2520 Renaissance Boulevard King of Prussia, PA 19406
5. Michael A. Levin	Assistant Secretary	2520 Renaissance Boulevard King of Prussia, PA 19406

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 20 PM 2:16

Directors

Name	Address
1. Donald Dorsey	1225 E. Warner Road, Lot #18, Tempe, AZ 85284
2. Robert Fox	RAF Industries, One Pitcairn Place, Suite 2100, 165 Township Line Road, Jenkintown, PA 19046
3. Gerald Gallagher	Oak Investment Partners, 4550 Norwest Center, 90 South Seventh Street, Minneapolis, MN 55402
4. Henry Nasella	24 Larchwood Drive, Cambridge, MA 02138
5. Yves Sisteron	Global Retail Partners, L.P., 2121 Avenue of the Stars, Suite 1630, Los Angeles, CA 90067
6. Keith Spurgeon	Zany Brainy, 2520 Renaissance Boulevard, King of Prussia, PA 19406
7. David Wachs	Lafayette Financial, c/o Jerome Hogan, 215 West Church Road, Suite 108, King of Prussia, PA 19406

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 18, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

ZANY BRAINY, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzinger

Secretary of the Commonwealth

DPOS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 20 PM 2:16