

Document Number On

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-06/30/00--01023--028
*****70.00 *****70.00

CORPORATION(S) NAME

JCP Quality Services, Inc.

_____ **6** _____

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JUN 30 PM 1:20

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ 06/30/00
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

00 JUN 30 AM 11:36

RECEIVED

Handwritten initials and date:
6/30

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 30 PM 1:20

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

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached list.

Address: _____

Vice President: _____

Address: _____

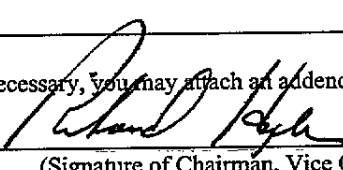
Secretary: _____

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. Richard Hyde, Vice President
(Typed or printed name and capacity of person signing application)

Directors, Officers Report

JCP QUALITY SERVICES, INC.

SEARCHED FILED
TUESDAY, June 27, 2000
DIVISION OF CORPORATIONS
00 JUN 30 PM 1:20

DIRECTORS

T. F. Bennett Director
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

Richard Hyde Director
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

P. M. McGrath Director
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

OFFICERS

P. M. McGrath President
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

L. C. Tucker Vice President, Controller
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

T. F. Bennett Vice President
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

Richard Hyde Vice President
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

G. H. Koegler Vice President
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

J. B. McAlister Vice President
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

F. N. Napoli Vice President, Treasurer
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

JCP QUALITY SERVICES, INC.

A. J. Van Teeckelenburgh Vice President
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

J. J. Vawrinek Vice President
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

M. P. Dastugue Assistant Treasurer
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

M. D. Porter Assistant Treasurer
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

G. A. Hurst Assistant Secretary
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

K. B. LeBlanc Assistant Secretary
Primary Address: J. C. Penney Company, Inc.
6501 Legacy Drive
Plano, TX 75024-3698

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DIVISION OF CORPORATIONS
00 JUN 30 PM 1:20

State of Delaware
Office of the Secretary of State

PAGE 1

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JUN 30 PM 1:29

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JCP QUALITY SERVICES, INC." IS INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0528923

DATE: 06-28-00