

Document Number

F00000064471

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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-08/08/00--01044--010
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Corporation(s) Name

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-08/08/00--01044--011
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Variety Stores, Inc.

<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	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS

<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait
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Thank You!

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
TALLAHASSEE

**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. Variety 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. North Carolina 3. 56-2180320
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 25, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3401 Gresham Lake Road
Raleigh, NC 27619
(Current mailing address)
8. retail sales
(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.

(Registered agent's signature)

JENNIFER F AULTMAN
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)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John W. Pope, Sr.

Address: 3401 Gresham Lake Road, Raleigh, NC 27619

Director: Joyce W. Pope

Address: 3401 Gresham Lake Road, Raleigh, NC 27619

**** SEE ATTACHED ADDENDUM FOR ADDITIONAL DIRECTORS****

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

President: John W. Pope, Sr.

Address: 3401 Gresham Lake Road

Raleigh, NC 27619

Executive

Vice President: James Arthur Pope

Address: 3401 Gresham Lake Road

Raleigh, NC 27619

Secretary: James Arthur Pope

Address: 3401 Gresham Lake Road

Raleigh, NC 27619

Treasurer: James Arthur Pope

Address: 3401 Gresham Lake Road

Raleigh, NC 27619

**** SEE ATTACHED ADDENDUM FOR ADDITIONAL OFFICERS ****

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

13. James Arthur Pope
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James Arthur Pope, Executive VP, Sec./Treas.

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

Addendum

A. Additional Directors

John W. Pope, Jr. , 3401 Gresham Lake Road, Raleigh, NC 27619
Amanda Joyce Pope , 3401 Gresham Lake Road, Raleigh, NC 27619
James Arthur Pope , 3401 Gresham Lake Road, Raleigh, NC 27619
Ed Clark, 3401 Gresham Lake Road, Raleigh, NC 27619
Robert Kirby, 3401 Gresham Lake Road, Raleigh, NC 27619

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B. Additional Officers

Executive Vice-President and Chief Financial Officer = Ed Anderson

Executive Vice-President = Wilson Sawyer

Assistant Secretary = Kim Overton

STATE OF NORTH CAROLINA



Department of The
Secretary of State

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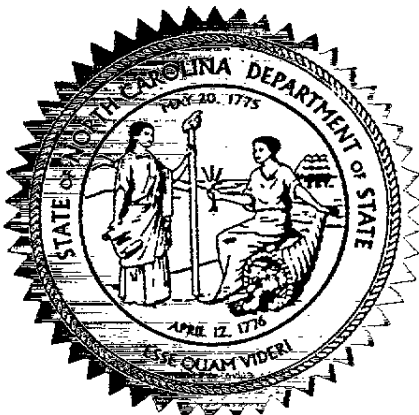
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

VARIETY STORES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 25th day of January, 2000, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 28th day of June, 2000.

Elaine F. Marshall