CT CORPORATION(S) NAME CT CORPORATION(S) NAME CT CORPORATION(S) NAME

Bonus Stores, Inc.		THE N 2
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() Limited Partnership	() Annual Report	() Other
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(Certified Copy	() Photocopies	() CUS
() Call When Ready	() Call If Problem	() After 4:30
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Name	5/22/01	(x) Pick Up Order#: 4122917 CCAP CRAFION Ref#:
Availability	3/22/01	Order#: 4122917 9 22 1
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Verifier	17/	27 710)
W.P. Verifier		Amount: \$
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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

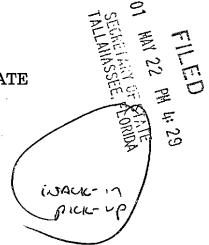
May 22, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BONUS STORES, INC.

Ref. Number: W01000011679



We have received your document for BONUS STORES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.

The actual name of the corporation -- BONUS STORES, INC. -- is not available in Florida, but neither is the alternate name you have selected -- BILL'S DOLLAR STORE, INC.

Please chose another alternate name.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr Corporate Specialist

Letter Number: 501A00031433

RECEIVED
DEPARTMENT OF STATE
OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

RESOLUTIONS OF BOARD OF DIRECTORS OF BONUS STORES INC.

RESOLVED, that BONUS STORES INC., organized and existing in the State of Delaware hereby adopts the name of ZCELANDERS. STORE, INC. for use in Florida.

May_\8_, 2001

m Schafe

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO IT BUSINESS IN FLORIDA IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMIT REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. 1. BONUS 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.) (State or country under the law of which it is incorporated) 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. 1025 NORTH PARK DRIVE, RIDGELAND, MISSISSIPPI 39157 (Current mailing address) 8. RETAIL SALE OF CONSUMER GOODS (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 Plantation 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. C T Corporation System armando Caldes ARMANDO VALDES Assistant Secretary 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019 - 9/2/99 C T System Online

which it is incorporated.

Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of

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

Chairman	Tryggvi Jonsson			
Address:	c/o Baugur, Skutuvogur 7, 104 Reykjavik	JAN TANK		
	Iceland	是是		
Vice Chai	irman:	SSE SE		
		E PS		
-		ORIDE 20		
Director:	Jon Asgeir Johannesson			
Address:	c/o Baugur, Skutuvogur 7, 104 Reykjavik			
	Iceland			
Director:	James Schafer	<u> </u>		
Address:	c/o Bonus Stores, 2520 West Highway 44	-		
	Deland, Florida 32720			
B. OFF	ICERS (Street address only - P.O. Box NOT acceptable)			
President:	Tryggvi Jonsson			
Address:	c/o Baugur, Skutuvogur 7, 104 Reykjavik			
	Iceland			
Vice Pres	ident:			
Address:				
Secretary	· Jim Schafer			
Address:	c/o Bonus Stores, 2520 West Highway 44			
	Deland, Florida 32720			
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 applicat	ion)		
14	(Typed or printed name and capacity of person signing application)	<u> </u>		
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State of Delaware Office of the Secretary of State PAGE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BONUS STORES INC." IS DULY 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 TWENTIETH DAY OF ARRIE, A.D. 2001.

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



Darriet Smith Windson Harriet Smith Windson, Secretary of State

3378983 8300

010192892

AUTHENTICATION: 1092700

DATE: 04-20-01