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ACCOUNT NO. : 072100000032
REFERENCE : 400890 7158989
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 87.50

FILED
01 AUG -8 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 7, 2001

ORDER TIME : 9:49 AM

ORDER NO. : 400890-005

CUSTOMER NO: 7158989

100004524301--0

CUSTOMER: Juerg Heim, Esq
Ivey, Barnum & O'mara, Llc
170 Mason Street

Greenwich, CT 06830-6692

FOREIGN FILINGS

NAME: MACRO RETAILING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

BK

RECEIVED
01 AUG -8 AM 10:26
DIVISION OF CORPORATION

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MACRO RETAILING, INC.
(Name of corporation - must include suffix)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Juerg Heim, Esq.

(Name of Person)

Ivey, Barnum & O'Mara, LLC

(Firm/Company)

170 Mason Street

(Address)

Greenwich, CT 06830

(City/State and Zip code)

For further information concerning this matter, please call:

Juerg Heim, Esq.

(Name of Person)

at (203) 661-6000

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

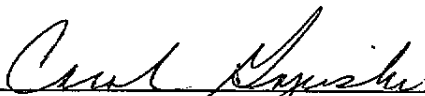
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. MACRO RETAILING, 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. Delaware 3. 06-1403773
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08-17-1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 124 West Putnam Avenue Greenwich, CT 06830
(Principal office address)
- 124 West Putnam Avenue Greenwich, CT 06830
(Current mailing address)
- To engage in any lawful act or activity for which corporations may be formed under the laws of the State of Florida.
8. _____
(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: Corporation Service Company
- Office Address: 1201 Hays Street
- Tallahassee, Florida 32301
(City) (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)

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.

01-08-8
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TALLAHASSEE, FLORIDA
JAN 11 11:25

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: James E. Issler

Address: 124 West Putnam Avenue Greenwich, CT 06830

Vice Chairman: Marc Hamburg

Address: 124 West Putnam Avenue Greenwich, CT 06830

Director: J. Scott Bohling

Address: 124 West Putnam Avenue Greenwich, CT 06830

Director: _____

Address: _____

B. OFFICERS

President: James E. Issler

Address: 124 West Putnam Avenue Greenwich, CT 06830

Vice President: Marc Hamburg

Address: 124 West Putnam Avenue Greenwich, CT 06830

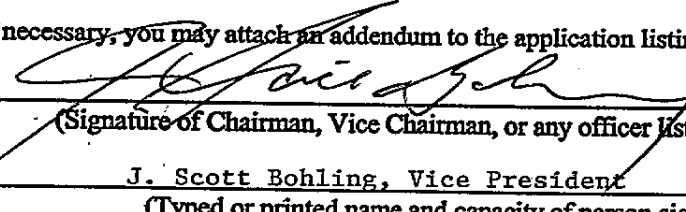
Secretary: J. Scott Bohling Vice President, Secretary & Treasurer

Address: 124 West Putnam Avenue Greenwich, CT 06830

Treasurer: Harry W. Tierney Vice President, General Manager

Address: 124 West Putnam Avenue Greenwich, CT 06830

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. J. Scott Bohling, Vice President
(Typed or printed name and capacity of person signing application)

FILED
MAR -8 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MACRO RETAILING, 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 SEVENTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MACRO RETAILING, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF AUGUST, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
01 AUG -8 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1282945

2427476 8300

010384522

DATE: 08-07-01