

F010000004324

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Rich's Department Stores, Inc.

100004536671--2

08/15/01-01018-027

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

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

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01 AUG 15 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
OFFICE OF
CORPORATION
DIVISION
2001 AUG 15 PM 2:44
NAME
AVAILABILITY
DOCUMENT
EXAMINER
UPDATER
VERIFIER
W.P. VERIFIER

8/15/01

Order#: 4715717

Ref#: _____

Amount: \$ _____

mt
8/15

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. Rich's Department 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. Ohio 3. 31-1341988
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 5, 1992 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. 7 West Seventh Street
Cincinnati, Ohio 45202
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be formed.
(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)

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TALLAHASSEE, FLORIDA

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

Susan J. Metz
(Registered agent's signature)

Susan J. Metz
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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

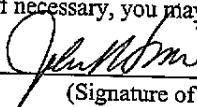
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. John R. Sims, Vice President

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

**Attachment to Application for Qualification
Rich's Department Stores, Inc.**

Directors:

Name	Address
Dennis J. Broderick	7 West Seventh Street Cincinnati, Ohio 45202
John R. Sims	7 West Seventh Street Cincinnati, Ohio 45202
Joel Belsky	7 West Seventh Street Cincinnati, Ohio 45202

Officers:

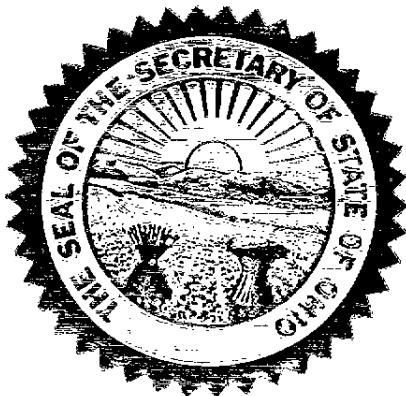
Name	Title	Address
Ron Klein	Chief Executive Officer	223 Perimeter Center Parkway Atlanta, Georgia 30346
David L. Nichols	President and Chief Operating Officer	223 Perimeter Center Parkway Atlanta, Georgia 30346
Diann Mahood	Executive Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Len Cohen	Senior Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Kathy Pickering	Senior Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Renie Stazak	Senior Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Sue Gardner	Senior Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Mike Harlin	Senior Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Gail Nutt	Senior Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Chris Mizer	Senior Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Kathie McManus	Senior Vice President	223 Perimeter Center Parkway Atlanta, Georgia 30346
Dan Love	Senior Vice President and Treasurer	223 Perimeter Center Parkway Atlanta, Georgia 30346
Dennis J. Broderick	Vice President	7 West Seventh Street Cincinnati, Ohio 45202
Karen M. Hoguet	Vice President	7 West Seventh Street Cincinnati, Ohio 45202
John R. Sims	Vice President and Secretary	7 West Seventh Street Cincinnati, Ohio 45202
Brian M. Szames	Vice President	7 West Seventh Street Cincinnati, Ohio 45202
Neal J. Glueck	Vice President	7 West Seventh Street Cincinnati, Ohio 45202
Gary J. Nay	Vice President	7 West Seventh Street Cincinnati, Ohio 45202
Jack B. Cox	Assistant Secretary	7 West Seventh Street Cincinnati, Ohio 45202
Gwyneth G. Stewart	Assistant Secretary	7 West Seventh Street Cincinnati, Ohio 45202
Klaus M. Ziermaier	Assistant Secretary	7 West Seventh Street Cincinnati, Ohio 45202

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ALABAMA
STATE ARCHIVES

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show RICH'S DEPARTMENT STORES, INC., an Ohio corporation, Charter No. 812087, having its principal location in Cincinnati, County of Hamilton, was incorporated on February 5, 1992 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal

Columbus, Ohio on

August 13, 2001

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State

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TALLAHASSEE, FLORIDA