

CT CORPORATION SYSTEM

F01000005452

CORPORATION(S) NAME

Grow Biz International, Inc.;

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01 OCT 18 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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DIVISION OF CORPORATION

BK

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/18/01

Order#: 4844025

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

Ref#:

Amount: \$

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

SL

**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

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1. Grow Biz International, 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. Minnesota 3. 41-1622691
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 20, 1988 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. VPOW QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4200 Dahlberg Drive, Suite 100
Minneapolis, Minnesota 55422-4837
(Current mailing address)
8. Franchisor of retail stores that buy, sell, trade and consign merchandise.
(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.

C T Corporation System

[Signature]
(Registered agent's signature)

Kevin Lumberg, Assistant Secy.

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) SEE ATTACHED LIST.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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. Mark T. Hooley

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark T. Hooley, Vice President and General Counsel

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

A. DIRECTORS OF GROW BIZ INTERNATIONAL, INC.

Chairman:

John L. Morgan - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

Vice Chairman:

Kirk A. MacKenzie - Rush River Group, 10400 Viking Drive,
Suite 160, Eden Prairie, MN 55344

Director:

Stephen M. Briggs - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

Director:

Janele C. Grassle - Wilsons Leather, 7401 Boone Avenue North,
Brooklyn Park, MN 55428

Director:

Paul C. Reyelts - Valspar Corporation, 1101 Third Street South,
Minneapolis, MN 55415

Director:

William D. Dunlap, Jr. - Campbell Mithun Esty, 222 South Ninth Street
Minneapolis, MN 55402

Director:

Mark L. Wilson - Weisman Enterprises, 2626 West Lake Street
Minneapolis, MN 55416

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B. OFFICERS OF GROW BIZ INTERNATIONAL, INC.

Chief Executive Officer:

John L. Morgan - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

President and Chief Operating Officer:

Stephen M. Briggs - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

Vice President:

Paul F. Kelly - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

Vice President:

Charlie Kanan - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

Vice President:

Mark T. Hooley - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

Director of Once Upon A Child and Plato's Closet Divisions:

Rebecca J. Geyer - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

Director of Music Go Round Division:

Chris Robinson - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

Director of Marketing & Sales:

Steven A. Murphy - Grow Biz International, Inc., 4200 Dahlberg Drive,
Suite 100, Minneapolis, MN 55422

State of Minnesota

SECRETARY OF STATE

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Certificate of Good Standing

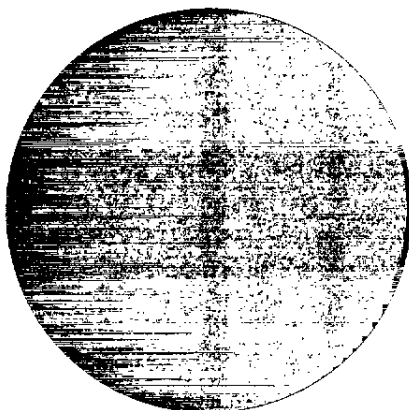
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Grow Biz International, Inc.

Date Formed: 07/20/1988

Chapter Governed By: 302A

This certificate has been issued on 10/17/01.



Mary Kiffmeyer
Secretary of State.