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ACCOUNT NO. : 072100000032

REFERENCE : 574117 7115793

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : May 9, 2002

ORDER TIME : 11:52 AM

ORDER NO. : 574117-015

CUSTOMER NO: 7115793

CUSTOMER: Ms. Roberta Podrug
Saks Incorporated
750 Lakeshore Parkway

Birmingham, AL 35211

RECEIVED
02 MAY 15 PM 1:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FOREIGN FILINGS

NAME: SAKS DIRECT, INC.

000005538060--4

XXXX QUALIFICATION (TYPE: CO)

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

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02 MAY 15 PM 2:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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. Saks Direct, 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. New York 3. 13-2733441
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/11/1972 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. 750 Lakeshore Parkway; Birmingham, AL 35211
(Principal office address)
750 Lakeshore Parkway; Birmingham, AL 35211
(Current mailing address)
To conduct business in retail mail-order sales
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.

Corporation Service Company

Cynthia R. Harris as its 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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

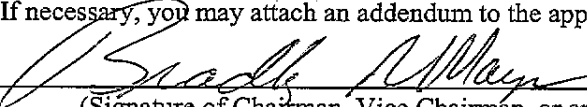
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Bradley R. Mays - VP of Taxes

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

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TALLAHASSEE, FLORIDA

Saks Direct Inc.

Attachment to Application by Foreign Corporation for Authorization to Transact Business in
Florida

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TALLAHASSEE, FLORIDA

Names and business addresses of all officers and directors:

<u>OFFICE</u>	<u>NAME</u>	<u>NUMBER</u>	<u>CITY</u>	<u>ST</u>	<u>ZIP</u>
President	Brian J. Martin	12 E. 49 th Street	New York	NY	10017
Exec. VP	Douglas Coltharp	750 Lakeshore Pkwy	Birmingham	AL	35211
SVP, Asst. Sec'y	Eric Faires	5810 Shelby Oaks Dr.	Memphis	TN	38134
SVP, Asst. Sec'y	Julia Bentley	115 N. Calderwood St.	Alcoa	TN	37701
SVP, Asst. Sec'y	Donald Wright	750 Lakeshore Pkwy	Birmingham	AL	35211
SVP, Sec'y	Charles J. Hansen	750 Lakeshore Pkwy	Birmingham	AL	35211
VP, Asst. Sec'y	James Scully	750 Lakeshore Pkwy	Birmingham	AL	35211
VP, Asst. Sec'y	Bradley R. Mays	750 Lakeshore Pkwy	Birmingham	AL	35211
VP, Asst. Sec'y	Kevin Wills	750 Lakeshore Pkwy	Birmingham	AL	35211
VP, Asst. Sec'y	Doug Markham	3455 Hwy 80 West	Jackson	MS	39209
VP, Asst. Sec'y	Walter Scott	750 Lakeshore Pkwy	Birmingham	AL	35211
VP, Asst. Sec'y	Ken Metzner	12 E. 49 th Street	New York	NY	10017
VP, Treasurer, Asst. Sec'y	Scott Honnold	750 Lakeshore Pkwy	Birmingham	AL	35211
Asst. Sec'y	Mitch Glasgow	5810 Shelby Oaks Dr.	Memphis	TN	38134

DIRECTORS

Brian J. Martin	12 E. 49 th Street	New York	NY	10017
James Coggin	3455 Hwy 80 West	Jackson	MS	39209

State of New York } ss:
Department of State

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TALLAHASSEE, FLORIDA

I hereby certify, that the Certificate of Incorporation of SAKS DIRECT, INC. was filed on 10/11/1972, under the name of SFA FOLIO COLLECTIONS, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment SFA FOLIO COLLECTIONS, INC., changing its name to SAKS DIRECT, INC., was filed 06/09/2000.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of May
two thousand and two.

Special Deputy Secretary of State