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ACCOUNT NO. : 072100000032

REFERENCE : 676257 7164515

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : July 24, 2002

ORDER TIME : 9:50 AM

ORDER NO. : 676257-175

CUSTOMER NO: 7164515

CUSTOMER: Ms. Rebecca Brown
M.g.a., Inc.
900 West Main Street
Dothan, AL 36301

02 SEP -3 PM 1:38
ALLIANCE, FLORIDA

FOREIGN FILINGS

NAME: M.G. MIDWEST, INC.

200007474592--6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:
02 SEP -3 AM 10:27

RECEIVED

8/3/02

**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. M.G. Midwest, 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. 41-1461110
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 30, 1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(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. 900 West Main Street, Dothan, AL 36301
(Principal office address)
900 West Main Street, Dothan, AL 36301
(Current mailing address)
8. To engage in any lawful act or activities permitted by law.
(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, Dolores Butts

(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. S. Page Todd, Senior Vice President

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

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TALLAHASSEE, FLORIDA

M.G. MIDWEST, INC.
A Delaware Corporation

LIST OF OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Joe T. Malugen	Chairman of the Board, President and Chief Executive Officer	900 West Main Street Dothan, Alabama 36301
J. Steven Roy	Executive Vice President and Chief Financial Officer	900 West Main Street Dothan, Alabama 36301
S. Page Todd	Senior Vice President, Secretary and General Counsel	900 West Main Street Dothan, Alabama 36301
Jeffrey S. Stubbs	Executive Vice President - Store Operations	900 West Main Street Dothan, Alabama 36301
Craig Steeves	Senior Vice President - Inventory Management and Distribution	900 West Main Street Dothan, Alabama 36301
Curry M. Herring	Senior Vice President - Deputy to Chief Executive Officer	900 West Main Street Dothan, Alabama 36301
Keith A. Cousins	Senior Vice President - Development	900 West Main Street Dothan, AL 36301
Mark S. Loyd	Senior Vice President - Purchasing and Product Management	900 West Main Street Dothan, Alabama 36301
Richard R. Langford	Senior Vice President - Chief Information Officer	900 West Main Street Dothan, Alabama 36301
Theodore L. Innes	Senior Vice President - Sales and Marketing	900 West Main Street Dothan, Alabama 36301
Ken Motzenbecker	Senior Vice President - Support Operations	900 West Main Street Dothan, Alabama 36301
Brad Griffin	Vice President - Construction	900 West Main Street Dothan, Alabama 36301
James A. Pongonis	Vice President - Human Resources	900 West Main Street Dothan, Alabama 36301
Robert A. Suominen	Vice-President - Analysis	900 West Main Street Dothan, Alabama 36301

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Ivy M. Jernigan	Vice President – Controller	900 West Main Street Dothan, Alabama 36301
Michelle K. Lewis	Vice President – Finance	900 West Main Street Dothan, Alabama 36301
Rebecca Brown	Assistant Secretary	900 West Main Street Dothan, Alabama 36301
Leah C. Brook	Assistant Secretary	900 West Main Street Dothan, Alabama 36301

WORD\01CORP\VUDE 12-20-01

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TALLAHASSEE, FLORIDA

Delaware

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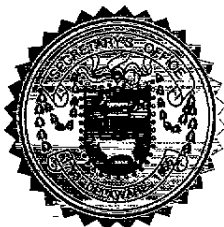
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M.G. MIDWEST, 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 TWENTY-NINTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "M.G. MIDWEST, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 1994.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1959492

020545312

DATE: 08-29-02