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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

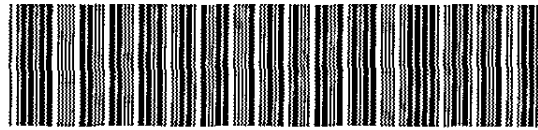
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Build-A-Bear Workshop Foundation, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Natalie Hill
(Name of Person)

Build-A-Bear Workshop, Inc.
(Firm/Company)

1954 Innerbelt Business Center Drive
(Address)

St. Louis, MO 63114
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Natalie Hill at (314) 423-8000 x5307
(Name of Person) (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 NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Build-A-Bear Workshop Foundation, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Missouri 3. 33-1007188
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/25/01 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 3/24/03
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 1954 Innerbelt Business Center Drive, St. Louis, MO 63114
(Principal office address)

1954 Innerbelt Business Center Drive, St. Louis, MO 63114
(Current mailing address)

8. Solicitation of funds for charitable purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33324
(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.

See attached

(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.

FILED
MAR 27 11 09 AM '03
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Maxine Clark
Address: 1954 Innerbelt Business Center Drive
St. Louis, MO 63114

Vice Chairman: _____
Address: _____

Director: Brian Vent
Address: 1954 Innerbelt Business Center Drive
St. Louis, MO 63114

Director: Tina Klocke
Address: 1954 Innerbelt Business Center Drive
St. Louis, MO 63114

B. OFFICERS

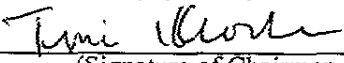
President: Maxine Clark
Address: 1954 Innerbelt Business Center Drive
St. Louis, MO 63114

Vice President: _____
Address: _____

Secretary: Brian Vent
Address: 1954 Innerbelt Business Center Drive, St. Louis, MO 63114

Treasurer: Tina Klocke
Address: 1954 Innerbelt Business Center Drive, St. Louis, MO 63114

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

03 APR 7 AM 11:30
SLOANER TOWN DRIVE
AULT-HASSEY FLORIDA

FILED

ACCEPTANCE OF APPOINTMENT

RE: **BUILD-A-BEAR WORKSHOP FOUNDATION, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: April 2, 2003

C T CORPORATION SYSTEM

By _____


Jonathan L. Miles,
Assistant Secretary

NOTARIAL PUBLIC OFFICE
TALLAHESSEE, FLORIDA

03 APR 7 09:30

FILED

No. N00067643

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

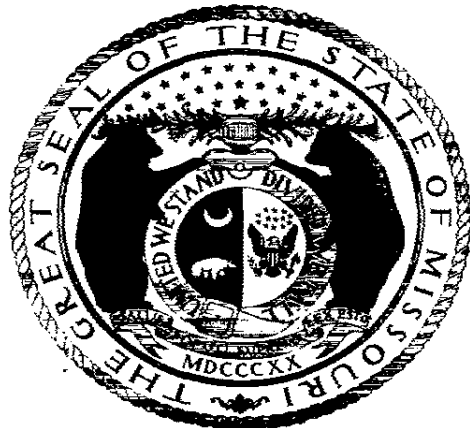
CERTIFICATE OF CORPORATE GOOD STANDING


I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

was incorporated under the laws of this State on the 25th day of SEPTEMBER, 2001, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 4th day of APRIL, 2003.




Secretary of State