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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 303744 5029779  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 70.00

FILED  
NOV - 3 PM 4:21  
TALLAHASSEE, FLORIDA

ORDER DATE : October 31, 2003  
ORDER TIME : 9:35 AM  
ORDER NO. : 303744-010  
CUSTOMER NO: 5029779  
CUSTOMER: Ms. Jody Hargis  
Federated Department Stores,  
7 West Seventh St.  
Cincinnati, OH 45202

FOREIGN FILINGS

NAME: BFE CLEARWATER, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

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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FLORIDA

1. BFE Clearwater, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ohio

(State or country under the law of which it is incorporated)

3. 20-0307900

(FEI number, if applicable)

4. 10-17-03

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 11-16-03

(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. 7 West Seventh Street, Cincinnati, OH 45202

(Principal office address)

7 West Seventh Street, Cincinnati, OH 45202

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation 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: 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

[Signature]  
(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: \_\_\_\_\_

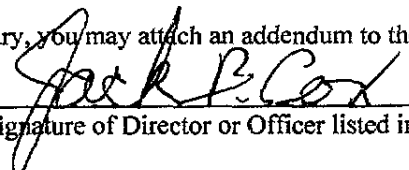
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Jack B. Cox, Assistant Secretary

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

BFE Clearwater, Inc.  
Addendum to #12

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

A. Directors

<b><u>Name</u></b>	<b><u>Office</u></b>	<b><u>Address</u></b>
Dennis J. Broderick	Director	7 West Seventh Street Cincinnati, OH 45202
Joel Belsky	Director	7 West Seventh Street Cincinnati, OH 45202

B. Officers

<b><u>Name</u></b>	<b><u>Office</u></b>	<b><u>Address</u></b>
Dennis J. Broderick	President	7 West Seventh Street Cincinnati, OH 45202
Karen M. Hoguet	Vice President and Treasurer	7 West Seventh Street Cincinnati, OH 45202
Bradley R. Mays	Vice President	7 West Seventh Street Cincinnati, OH 45202
Gary J. Nay	Vice President	7 West Seventh Street Cincinnati, OH 45202
Padma Tatta Cariappa	Secretary	7 West Seventh Street Cincinnati, OH 45202
Jack B. Cox	Assistant Secretary	7 West Seventh Street Cincinnati, OH 45202
Gwyneth G. Stewart	Assistant Secretary	7 West Seventh Street Cincinnati, OH 45202
Kathleen H. Zavatsky	Assistant Secretary	7 West Seventh Street Cincinnati, OH 45202
Klaus M. Ziermaier	Assistant Secretary	7 West Seventh Street Cincinnati, OH 45202

**United States of America  
State of Ohio  
Office of the Secretary of State**

*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 BFE CLEARWATER, INC., an Ohio corporation, Charter No. 1417964, having its principal location in Cincinnati, County of Hamilton, was incorporated on October 17, 2003 and is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 27th day of October, A.D. 2003*

A handwritten signature in dark ink, appearing to read "J. Kenneth Blackwell", is written over a faint, circular embossed seal.

**Ohio Secretary of State**