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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

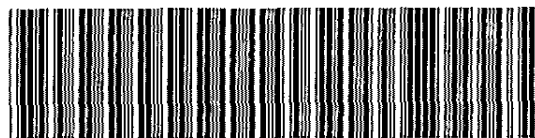
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TALLAHASSEE, FLORIDA

04 OCT 26 AM 8:30

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October 26, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

SCSF Mervyn's (Offshore), Inc

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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. SCSF Mervyn's (Offshore), 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. Delaware

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

3. 20-1531238

(FEI number, if applicable)

4. August 23, 2004

(Date of incorporation)

5. Perpetual

(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. 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486

(Principal office address)

Same as above.

(Current mailing address)

8. Holding company.

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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.

CT Corporation System

By: [Signature]

(Registered agent's signature)

Beverlee Stuewe
Assistant Secretary

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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **Marc J. Leder**

Address: **5200 Town Center Circle, Suite 470**

Boca Raton, FL 33486

Director: **Rodger R. Krouse**

Address: **5200 Town Center Circle, Suite 470**

Boca Raton, FL 33486

B. OFFICERS

President: **See Exhibit A attached hereto**

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. Michael McConvery

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

14. **Michael J. McConvery, Vice President**

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **Marc J. Leder**

Address: **5200 Town Center Circle, Suite 470**

Boca Raton, FL 33486

Director: **Rodger R. Krouse**

Address: **5200 Town Center Circle, Suite 470**

Boca Raton, FL 33486

B. OFFICERS

President: **See Exhibit A attached hereto**

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. **Michael J. McConvery, Vice President**

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

EXHIBIT A**OFFICERS AND DIRECTORS**

<u>Title</u>	<u>Name</u>	<u>Address</u>
Vice President, Director	Marc J. Leder	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President, Director	Rodger R. Krouse	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President, Director	Clarence E. Terry	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President, Director	T. Scott King	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President, Assistant Secretary and Director	C. Deryl Couch	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Kevin Calhoun	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	David Kreilein	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Jason Neimark	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Lynn Skillen	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Benjamin Emmons	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	James D. Allen	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Jason A. Leach	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Stephen G. Marble	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Michael Fieldstone	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Gary Talarico	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President and Assistant Secretary	Michael McConvery	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Gerald Woelcke	5200 Town Center Circle, Suite 470 Boca Raton, FL 33486
Vice President	Ralph Lynch	375 Park Avenue, Suite 1302 New York, NY 10152

<u>Title</u>	<u>Name</u>	<u>Address</u>
Vice President	Erik Swimmer	375 Park Avenue, Suite 1302 New York, NY 10152
Vice President and Assistant Secretary	Kevin Feinblum	375 Park Avenue, Suite 1302 New York, NY 10152
Vice President	M. Steven Liff	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
Vice President and Assistant Secretary	Matthew Garff	11111 Santa Monica Blvd., Suite 1050 Los Angeles, CA 90025
Vice President and Assistant Secretary	Phil Dougall	78-80 Cornhill London, EC3V 3QQ, England

Delaware

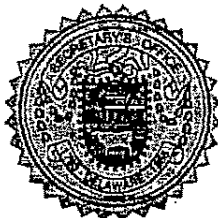
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCSF MERVYN'S (OFFSHORE), 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-SIXTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCSF MERVYN'S (OFFSHORE), INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3433694

DATE: 10-26-04