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Sent By: FISHER, TOUSEY, LEAS & BALL 04/30/04 3:57 PM; Fax #9; Page 1

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Theme Stores, Inc.

Certificate of Status	0
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Page Count	045
Estimated Charge	\$70.00

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12/30/2004

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**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. Theme Stores, 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. Nevada

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

3. 88-0300758

(FEI number, if applicable)

4. May 20, 1993

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8215 S. Industrial Road, Las Vegas, Nevada 89118

(Principal office address)

99-081 Koaha Way, Aiea, Hawaii 96701

(Current mailing address)

8. Any and all legal activities

(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 NOT acceptable)

Name: Michael R. Leas

Office Address: One Independent Drive, Suite 2600

Jacksonville

(City)

, Florida 32202

(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.


(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:

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A. DIRECTORS

Chairman: Ronald C. Robertson

Address: 99-061 Koaha Way, Aiea, Hawaii 96701

Director: Allen R. Cottral

Address: 99-061 Koaha Way, Aiea, Hawaii 96701

Director: Mark R. Hollander

Address: 99-061 Koaha Way, Aiea, Hawaii 96701

Director: James R. Geiger

Address: 99-061 Koaha Way, Aiea, Hawaii 96701

B. OFFICERS

President: James R. Geiger

Address: 99-061 Koaha Way, Aiea, Hawaii 96701

Vice President: Allen R. Cottral

Address: 99-061 Koaha Way, Aiea, Hawaii 96701

Secretary: Debra A. Madeiros

Address: 99-061 Koaha Way, Aiea, Hawaii 96701

Treasurer: Allen R. Cottral

Address: 99-061 Koaha Way, Aiea, Hawaii 96701

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

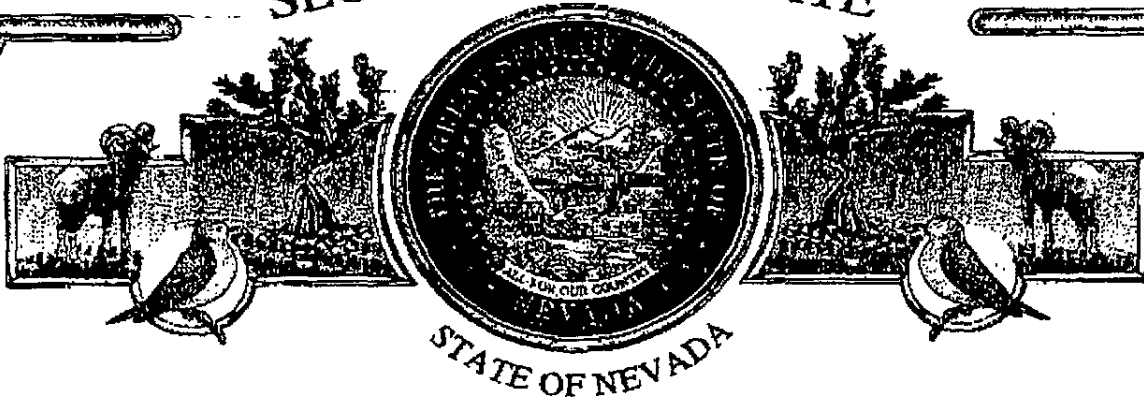
13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Allen R. Cottral, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I FURTHER CERTIFY, that the following is a list of all organizational documents on file in this office for

THEME STORES, INC.

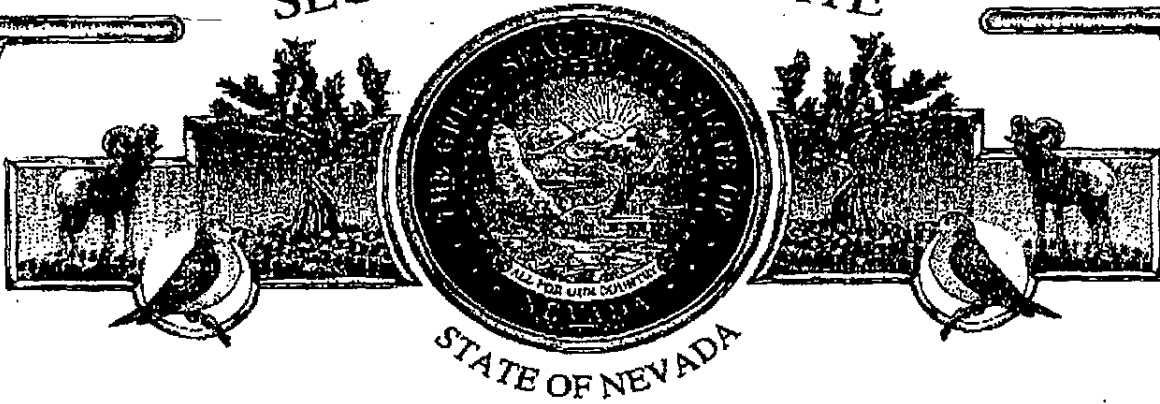
Articles of Incorporation filed May 20, 1993.

Articles of Merger filed December 23, 2004.

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SECRETARY OF STATE



I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THEME STORES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 20, 1993, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on December 28, 2004.

Dean Heller

DEAN HELLER
Secretary of State

By *Joann Chao*

Certification Clerk



2004 DEC 20 A 13:59
JONES VARGAS