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FOREIGN PROFIT QUALIFICATION

Pamida Holding Company, Inc.

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J. BRYAN DEC 21 2005

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. Pamida Holding Company, 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)

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

3. 20-3940100
(FEI number, if applicable)

4. December 9, 2005
(Date of incorporation)

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

6. Not applicable
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486
(Principal office address)

(Current mailing address)

8. To engage in any lawful act or activity permitted under the Del. Gen. Corp. 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 NOT acceptable)

Name: C T 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.

C T Corporation System

By: James Newsome
(Registered agent's signature)

JAMES M. NEWSOME
Special 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.

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

A. DIRECTORS

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Chairman: (PLEASE SEE ANNEX A ATTACHED)

Address: __________

Vice Chairman: __________

Address: __________

Director: __________

Address: __________

Director: __________

Address: __________

B. OFFICERS

President: (PLEASE SEE ANNEX A ATTACHED)

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

14. Gary Talarico, Vice President
(Typed or printed name and capacity of person signing application)

ANNEX A TO
PAMIDA HOLDING COMPANY, INC.
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, FLORIDA

The business address for the following Director is 375 Park Avenue, Suite 1302, New York, NY 10152:

Director:	Gary Talarico

The business address for the following Officers is 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:

Vice President:	Marc J. Leder
Vice President:	T. Scott King
Vice President:	Chris Metz
Vice President:	Kevin Calhoun
Vice President:	Jason Neimark
Vice President:	R. Lynn Skillen
Vice President:	James D. Allen
Vice President:	Stephen G. Marble
Vice President:	Michael Fieldstone
Vice President:	Gerald Woelcke
Vice President:	Brian J. Meyer
Vice President:	Aaron Wolfe
Vice President:	Scott Edwards
Vice President:	Case Kuehn
Vice President:	David Stokes
Vice President:	Joel Killion
VP & Asst. Secretary:	C. Daryl Couch
VP & Asst. Secretary:	Michael J. McConvery
VP & Asst. Secretary:	A. Richard Hurwitz

The business address for the following Officers is 375 Park Avenue, Suite 1302, New York, NY 10152:

Vice President:	Erik Swimmer
VP & Asst. Secretary:	Kevin Feinblum
Vice President:	Gary Talarico
Vice President:	David Blackman

The business address for the following Officers is 11111 Santa Monica Blvd., Suite 1050, Los Angeles, CA 90025:

Vice President:	M. Steven Liff
VP & Asst. Secretary:	Matthew Goff
Vice President:	Anthony Polazzi
Vice President:	John P. Bostwick, III

The business address for the following Officers is 78-80 Cornhill, London, EC3V 3QQ, England:

VP & Asst. Secretary:	Phil Dougall
Vice President:	Nathaniel Meyohas
Vice President:	Paul Decoste

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAMIDA HOLDING COMPANY, 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 TWENTIETH DAY OF DECEMBER, A.D. 2005.

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

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TALLAHASSEE, FLORIDA

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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DATE: 12-20-05