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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Pamida Holding Company, Inc.

Certificate of Status	0
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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)

2. Delaware 3. 20-3940100
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 9, 2005 5. Perpetual
(Date of incorporation) (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: 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.

CT Corporation System

By:

JAMES M. 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.

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

A. DIRECTORS

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. _____

(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)

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

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

Director:	Gary Talarico
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The business address for the following Officers is 3200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:

Vice President:	Marc J. Loder
Vice President:	T. Scott King
Vice President:	Chris Metz
Vice President:	Kevin Calhoun
Vice President:	Jason Neimark
Vice President:	R. Lynn Skilton
Vice President:	James D. Allen
Vice President:	Stephen G. Marble
Vice President:	Michael Fieldstone
Vice President:	Gerald Woelke
Vice President:	Brian J. Meyer
Vice President:	Aaron Wolfe
Vice President:	Scott Edwards
Vice President:	Case Kasht
Vice President:	David Stokoe
Vice President:	Joel Kibben
VP & Asst. Secretary:	C. Daryl Couch
VP & Asst. Secretary:	Michael L. McConvery
VP & Asst. Secretary:	A. Richard Hurwitz

The business address for the following Officers is 575 Park Avenue, Suite 1302, New York, NY 10152:

Vice President:	Erik Swimmer
VP & Asst. Secretary:	Kevin Feinbaum
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 Galt
Vice President:	Anthony Polizzi
Vice President:	John P. Hopewell, III

The business address for the following Officers is 74-80 Cornhill, London, EC3V 3JQ, England:

VP & Asst. Secretary:	Phil Dougal
Vice President:	Nathaniel McJohn
Vice President:	Paul Racine

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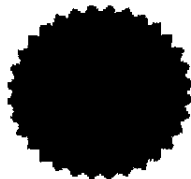
PAGE 1

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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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4388585

DATE: 12-20-05