

F05000007370

Division of Corporations

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Florida Department of State  
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Fax Number : (850) 205-0383

From:  
Account Name : C T CORPORATION SYSTEM  
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05 DEC 20 AM 7:19  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

ShopKo Holding Company, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

62  
12/21/05

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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. ShopKo 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. Wisconsin 3. 20-3940171  
(State or country under the law of which it is incorporated) (FBI 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 Wis. Bus. 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: \_\_\_\_\_

(Registered agent's signature)

Special Assistant Secretary  
JAMES M. NEWSOME

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

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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TALLAHASSEE, FLORIDA

**ANNEX A TO  
SHOPKO 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

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

Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
Vice President  
VP & Asst. Secretary  
VP & Asst. Secretary  
VP & Asst. Secretary

Marc J. Leder  
T. Scott King  
Chris Metz  
Kevin Callahan  
Jason Neimark  
R. Lynn Skillen  
James D. Allen  
Stephen G. March  
Michael Fieldstone  
Gerald Wheelock  
Brian J. Meyer  
Aaron Walsh  
Scott Edwards  
Cato Kuylen  
David Siskin  
Joel Killian  
C. Deryl Gough  
Michael J. McConvery  
A. Richard Hunsicker

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

Vice President  
VP & Asst. Secretary  
Vice President  
Vice President

Erik Swinmer  
Kevin Fehrlum  
Gary Talarico  
David Shekman

The business address for the following Officers is 11111 Santa Monica Blvd., Suite 1850, Los Angeles, CA 90025:

Vice President  
VP & Asst. Secretary  
Vice President  
Vice President

M. Steven Litt  
Matthew Guff  
Anthony Polizzi  
John P. Brandick, III

The business address for the following Officers is 75-80 Cornhill, London, EC3V 3JQ, England:

VP & Asst. Secretary  
Vice President  
Vice President

Padi Downall  
Mathew Meyshar  
Paul Gracis

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TALLAHASSEE, FLORIDA

United States of America  
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

**SHOPKO HOLDING COMPANY, INC.**

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is December 9, 2005.

I further certify that said corporation or limited liability company has not yet completed its initial report year and, accordingly, has not yet filed an annual report under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that said corporation or limited liability company has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set  
my hand and affixed the official seal of the  
Department on December 20, 2005.



RAY ALLEN, Deputy Administrator  
Division Of Corporate & Consumer Services  
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfl.org/appel/oc/verify/>

Enter this code: 2005-2005C0044

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