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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

MCRAE'S STORES SERVICES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. McRae's Stores Services, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois 3. 63-1215268
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 22, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 750 Lakeshore Parkway, Birmingham, Alabama 35211
(Principal office address)

750 Lakeshore Parkway, Birmingham, Alabama 35211
(Current mailing address)

8. Retail sales
(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: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company

By: Margaret A. Pelt, Asst Secretary
(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: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Douglas E. ColtharpAddress: 750 Lakeshore Parkway
Birmingham, Alabama 35211Director: James A. CogginAddress: 750 Lakeshore Parkway
Birmingham, Alabama 35211**B. OFFICERS**President: Please see attached AddendumAddress: _____

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. Steven J. Hutkai
(Signature of Director or Officer listed in number 12 of the application)14. Steven J. Hutkai, Vice President
(Typed or printed name and capacity of person signing application)2006 MAR -3 AM 11:11
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**STATE OF FLORIDA
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

ADDENDUM

McRAE'S STORES SERVICES, INC.

12B. Names and addresses of current officers:

<u>Name</u>	<u>Title</u>
Douglas E. Coltharp	President and Assistant Secretary
Charles J. Hansen	Executive Vice President and Secretary
Kevin G. Wills	Executive Vice President and Assistant Secretary
Julia Bentley	Senior Vice President and Assistant Secretary
George W. Carlis	Senior Vice President and Assistant Secretary
Mary Drolet	Senior Vice President and Assistant Secretary
Eric Faires	Senior Vice President and Assistant Secretary
Scott A. Honnold	Senior Vice President and Assistant Secretary
Kenneth L. Metzner	Senior Vice President and Assistant Secretary
Paul E. Ruby	Senior Vice President and Assistant Secretary
Wes Burton, Jr.	Vice President and Treasurer
Steven J. Hutkai	Vice President and Assistant Secretary
Doug Markham	Vice President and Assistant Secretary
Rod Samples	Vice President and Assistant Secretary
Walter F. Scott, III	Vice President and Assistant Secretary

The business address for the above officers is 750 Lakeshore Parkway, Birmingham, Alabama 35211.

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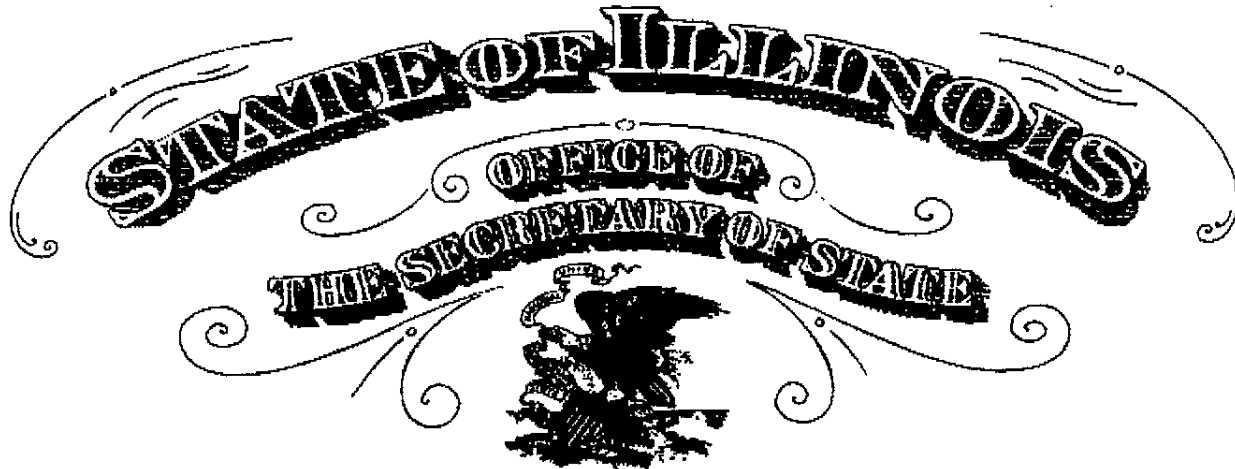
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6026-487-2

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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

MCRAE'S STORES SERVICES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 22, 1998, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 23RD
day of FEBRUARY A.D. 2006

Jesse White

SECRETARY OF STATE

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