

F08000004071

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000217990 3)))



H080002179903ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

FOREIGN PROFIT/NONPROFIT CORPORATION

Midwest Shoppes Intermediate Holding Corp.

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

Electronic Filing Menu

Corporate Filing Menu

SEP 19 2008  
D.A. WHITE

**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. Midwest Shoppes Intermediate Holding Corp.

(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

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

3. FEDN #26-3179938

(FEI number, if applicable)

4. August 15, 2008

(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. 12100 W. Center Road, Omaha, NE 68144

(Principal office address)

(Current mailing address)

8. ANY AND ALL LAWFUL PURPOSES

(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

(City)

Florida 33324

(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: Kristine Heiberger

(Registered agent's signature)

Kristine Heiberger  
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:

FILED  
SEP 18 4 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: SEE ATTACHED

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_

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. Mark Hajduch

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

14. MARK HAJDUCH, VICE PRESIDENT & ASSISTANT SECRETARY

(Typed or printed name and capacity of person signing application)

FILED  
2001 SEP 13 A 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MIDWEST SHOPPES INTERMEDIATE HOLDING CORP. - DIRECTORS AND OFFICERS**

<b>Officers</b>	<b>Address</b>
Jeffrey J. Gorman - Chief Executive Officer and President & Secretary	12100 West Center Road, Omaha, NE 68144
Michael D. James - Vice President, Chief Financial Officer & Treasurer	12100 West Center Road, Omaha, NE 68144
Michael J. McConvery - Vice President and Assistant Secretary	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Mark Hajdich - Vice President and Assistant Secretary	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Melissa Klafter - Vice President and Assistant Treasurer	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486

<b>Directors</b>	<b>Address</b>
Thomas V. Taylor	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Donald V. Roach	5200 Town Center Circle, Suite 600, Boca Raton, Florida 33486
Jeffrey J. Gorman	12100 West Center Road, Omaha, NE 68144

FILED  
 2009 SEP 18 A 10:58  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDWEST SHOPPES INTERMEDIATE HOLDING CORP." 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 2008.

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

FILED

2008 SEP 18 A 10:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4588375 8300

080961654

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6856293

DATE: 09-17-08