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Florida Department of State
Division of Corporations
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Account Name : CORPORATION SERVICE COMPANY
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**FOREIGN PROFIT/NONPROFIT CORPORATION
SMARTBARGAINS, INC.**

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May 17, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: SMARTBARGAINS, INC.
REF: W11000027117

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000129926
Letter Number: 911A00012139

**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. SmartBargains, 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. 04-3505021
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/29/00 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 19, 2011
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 20 Channel Center, 3rd Floor, Boston, MA 02210
(Principal office address)

935 First Avenue, c/o General Counsel
(Current mailing address)
8. Consumer engagement and related services
(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: 

Troy Todd
as its agent

(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.

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

A. DIRECTORSChairman: Michael R. ConnAddress: 935 First AvenueKing of Prussia, PA 19406

Vice Chairman: _____

Address: _____

Director: Paul D. CataldoAddress: 935 First AvenueKing of Prussia, PA 19406Director: Daniel J. WintersAddress: 935 First AvenueKing of Prussia, PA 19406**B. OFFICERS**President: Benjamin D. FischmanAddress: 20 Channel Center, 3rd FloorBoston, MA 02210

Vice President: _____

Address: _____

Secretary: Paul D. CataldoAddress: 935 First Avenue, King of Prussia, PA 19406Treasurer: Michael R. ConnAddress: 935 First Avenue, King of Prussia, PA 19406

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Daniel J. Winters, Director

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

Delaware

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SECRETARY OF STATE

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTBARGAINS, 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 SIXTEENTH DAY OF FEBRUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SMARTBARGAINS, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3183539 8300

110164384

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8564032

DATE: 02-16-11