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## FOREIGN PROFIT/NONPROFIT CORPORATION

Grandy's Holding Corp.

Certificate of Status	0
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12/22/11  
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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. GRANDY'S HOLDING CORP.

(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. DELAWARE

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

3. 45-3821694

(FBI number, if applicable)

4. NOVEMBER 16, 2011

(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. 5200 TOWN CENTER CIRCLE, SUITE 600, BOCA RATON, FL 33486

(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.*

Rebecca Barth

(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. DIRECTORS**

Chairman: SEE ATTACHED LIST.

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

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

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

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

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

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

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

**B. OFFICERS**

President: SEE ATTACHED LIST.

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. Michael McConvery

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. MICHAEL J. MCCONVERY, VICE PRESIDENT

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

**ATTACHMENT TO APPLICATION TO TRANSACT BUSINESS IN FLORIDA  
DIRECTORS AND OFFICERS**

**DIRECTORS**

<u>Name</u>	<u>Address</u>
Christopher Metz	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Donald V. Roach	5200 Town Center Circle, Suite 600, Boca Raton, FL 33486
Philip M. Greifeld	1717 Elm Hill Pike, Suite A-1, Nashville, Tennessee 37210

**OFFICERS**

The business address for the following Officers is 5200 Town Center Circle, Suite 600, Boca Raton, FL 33486.

<u>Name</u>	<u>Title</u>
Michael J. McConvery	Vice President & Assistant Secretary
Melissa Klafter	Vice President & Assistant Treasurer

The business address for the following Officers is 1717 Elm Hill Pike, Suite A-1, Nashville, Tennessee 37210.

Philip M. Greifeld	Chief Executive Officer & President
Michael T. Folks	Vice President & Secretary
Laurie S. Lawhorne	Vice President & Treasurer
Deborah S. Locke	Vice President & Assistant Treasurer

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRANDY'S 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 SIXTEENTH DAY OF DECEMBER, A.D. 2011.

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

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9236079

DATE: 12-16-11