

F9500000 5954

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BAC, Inc.
(Name of corporation - must include suffix)

FILED STATE
SECRETARY OF CORPORATIONS
95 DEC -7 PM 9:06

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

CP 12/7

Please return all correspondence concerning this matter to the following:

Mark R. Busch

(Name of Person)

Kennedy Covington Lobdell & Hickman, L.L.P.

(Firm/Company)

NationsBank Corporate Center - Suite 4200

100 North Tryon Street

(Address)

Charlotte, North Carolina 28202-4006

(City/State/Zip)

999901625659
-11/02/95--01003--012
*****70.00 *****70.00

WJ95-21805

Should you need to call someone concerning this matter, please call:

Mark R. Busch

(Name of Person)

at (704) 331-7440

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Name confirmed
F08943

KENNEDY COVINGTON LOBDELL & HICKMAN, L.L.P.
ATTORNEYS AT LAW

NationsBank Corporate Center
Suite 4200
100 North Tryon Street
Charlotte, North Carolina 28202-4006

Mark R. Busch
704/331-7440

Telephone 704/331-7400
Facsimile 704/331-7398

December 4, 1995

Jennifer Sindt
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: BAC, Inc.
Reference No. W95000021805

Dear Ms. Sindt:

Enclosed please find a Board of Directors Consent, Inc. for BAC, Inc. adopting the name Belk Acquisition Company, Inc. for use in the State of Florida and an accompanying Secretary's Certificate.

It is my understanding that the submission of these documents is all that is necessary for BAC, Inc. to receive a certificate of authority to do business in the State of Florida.

Please contact me if there is any problem. Thank you for your attention to this matter.

Sincerely,

Mark Busch

Mark R. Busch
For the Firm

MRB:dm

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 9:06

BAC, INC.

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
TO ACTION WITHOUT A MEETING**

FILED STATE
SECRETARY OF CORPORATIONS
95 DEC - 7 AM 9:01

The undersigned, being all the members of the Board of Directors of BAC, Inc., a North Carolina corporation (the "Corporation"), do hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Corporation and do hereby take the following actions and adopt the following preambles and resolution by signing our written consent hereto pursuant to the provisions of Section 55-8-21 of the North Carolina Business Corporation Act:

WHEREAS, the Board of Directors of the Corporation has determined that it is desirable for the Corporation to file an application for a certificate of authority to do business as a foreign corporation in the state of Florida;

AND WHEREAS, the name BAC, Inc. is already in use in the state of Florida.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation has determined that it is desirable for the Corporation to file an application for a certificate of authority to do business as a foreign corporation in Florida and that the Corporation adopt the name Belk Acquisition Company, Inc. for use in the state of Florida.

We hereby consent that this document be filed with the minutes of the Corporation and that the actions set forth in the foregoing resolution shall have the same force and effect as if taken at a

duly constituted meeting of the Board of Directors of the Corporation.

WITNESS our hands this 30th day of November, 1995.

DIRECTORS:

John M. Belk
John M. Belk

Thomas M. Belk
Thomas M. Belk

J. Kirk Glenn, Jr.
J. Kirk Glenn, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 9:07

BAC, INC.

SECRETARY'S CERTIFICATE

The undersigned Secretary of BAC, Inc., a North Carolina corporation, (the "Corporation"), which has applied for a certificate of authority to do business as a foreign corporation in the State of Florida, hereby certifies that the following resolution was duly adopted by the Corporation on November 30, 1995:

RESOLVED, that the Board of Directors of the Corporation has determined that it is desirable for the Corporation to file an application for a certificate of authority to do business as a foreign corporation in Florida and that the Corporation adopt the name Belk Acquisition Company, Inc. for use in the state of Florida.

Dated this day November 30, 1995


Luther T. Moore, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 9:07

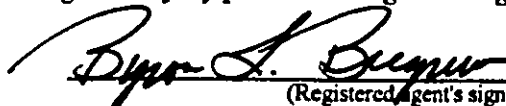
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**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. BAC, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. North Carolina
(State or country under the law of which it is incorporated)
3. 56-1931092
(FEI number, if applicable)
4. 6/19/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Will occur in November 1995.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2801 West Tyvola Road
Charlotte, NC 28217
(Current mailing address)
8. To own real estate
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Byron L. Bergren
Office Address: 1312 N. Main Street
Gainesville, Florida, 32601
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 9:07

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: John M. Belk

Address: 2801 West Tyvola Road, Charlotte, NC 28217

Vice Chairman: None

Address: _____

Director: Thomas M. Belk

Address: 2801 West Tyvola Road, Charlotte, NC 28217

Director: J. Kirk Glenn

Address: 2801 West Tyvola Road, Charlotte, NC 28217

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Thomas M. Belk

Address: 2801 West Tyvola Road, Charlotte, NC 28217

Vice President: None

Address: _____


Secretary: Luther T. Moore

Address: 2801 West Tyvola Road, Charlotte, NC 28217

Treasurer: James M. Berry

Address: 2801 West Tyvola Road, Charlotte, NC 28217

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Luther T. Moore
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 9:07

ADDENDUM

12. B. Officers (continued)

Second Assistant Treasurer: Richard Amacher
Address: 2801 West Tyvola Road, Charlotte, NC 28217

Second Assistant Treasurer: Susan N. Jameson
Address: 2801 West Tyvola Road, Charlotte, NC 2817

Second Assistant Treasurer: Peter Mirandi
Address: 2801 West Tyvola Road, Charlotte, NC 28217

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -7 AM 9:07

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

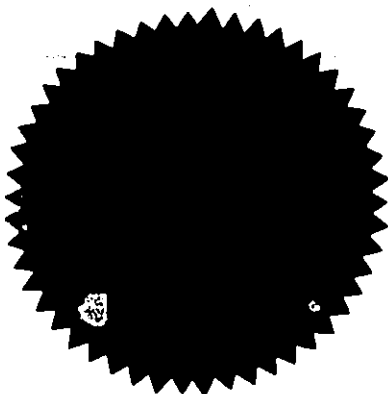
I, **RUFUS L. EDMISTEN**, *Secretary of State of the State of North Carolina*, do hereby certify that

BAC, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 19th day of June, 1995, with its period of duration being perpetual.

I FURTHER *certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 17th day of October, 1995.



Rufus L. Edmisten

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -7 AM 9:07