

CT CORPORATION SYSTEM

F96000003192

454 Norwest Midland
Bank Building
Minneapolis, MN 55401
Tel. 612 333 4315
Fax 612 333 2524

March 10, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Gateway 2000 Counrty Stores, Inc.
Order #:1193168

Counsel: Annie McElroy
Gateway 2000
610 Gateway Drive
North Sioux City, SD 57049

Dear Sir or Madam:

900002458209--1
-03/16/98--01079--011
*****35.00 *****35.00

As requested by counsel, we enclose for filing a Change of Agent on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-26-1773.

Very truly yours,

Molly Williams
Molly A. Williams
Customer Specialist

/maw

Enclosure(s)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

93 MAR 16 PM 1:32

APPROVED
AND
FILED

Molly Williams
F96000003192
2/28/98
3-16-98

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Gateway 2000 Country Stores, Inc.

1b. Date of incorporation April 4, 1994 Document number F96000003192

2. The name and address of the current registered agent and office:

CSC-Prentice Hall, 1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Stephanie G. Heim
SIGNATURE

Stephanie G. Heim, Assistant Secretary
Typed or printed name and title

March 5, 1998
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: Susan J. Warner
(Registered Agent) Asst. Sec.
DATE 3-9-98

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

CR2E045 (7-91)

FILING FEE: \$35.00

(FLA. - 2194 - 3/4/92)

APPROVED AND FILED
48 MAR 16 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA