

## Requester's Name

Dalton, GA 30722-2128

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 \*\*\*\*\*  
 \*\*\*\*\*

CORPORATION NAME(S) &amp; DOCUMENT NUMBER(S), (if known):

4. \_\_\_\_\_  
(Corporation Name) (Document #)

## Certificate of Status

9/12

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED  
96 SEP 11 AM 9:27  
SECH. LANG. & SOCIAL  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. Shaw Retail Properties, 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. Georgia

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

3. 58-2242176

(FEI number, if applicable)

4. 04-29-96

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Estimated November 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. P.O. Box 2600, Dalton, Georgia 30722

(Current mailing address)

8. Sub-lease of real property

(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:

Name: CT Corporation System

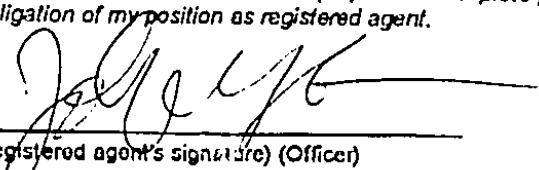
Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

  
(Registered agent's signature) (Officer)

John J. Masters, Assistant Secretary

(Type Name and Title of Officer)

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96 SEP 11 AM 9:21  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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 addresses of officers and/or directors:

A. DIRECTORS

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

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

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

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

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

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

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

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

B. OFFICERS

- SEE ATTACHED LISTING -

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

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

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

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

Secretary: \_\_\_\_\_

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

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TALLAHASSEE, FLORIDA

**SHAW RETAIL PROPERTIES, INC.**

**OFFICERS**

**HOME ADDRESS**

Carl P. Rollins  
Managing Director  
Mail Drop 061-20  
Phone: (706) 275-1034  
Fax: (706) 275-1129

1602 Southmont Drive  
Dalton, Georgia 30720  
Phone: (706) 226-4385

Charles N. Dobbins  
Assistant Managing Director  
Mail Drop 095-03  
Phone: (706) 275-4512  
Fax: (706) 275-4514

1904 Wycliff  
Dalton, Georgia 30720  
Phone: (706) 217-1859

Douglas H. Hoskins  
Treasurer and Controller  
Mail Drop 061-10  
Phone: (706) 275-1046  
Fax: (706) 275-1145

912 W. Waugh Street  
Dalton, Georgia 30720  
Phone: (706) 226-5385

Bennie M. Laughter  
Secretary  
Mail Drop 061-18  
Phone: (706) 275-1018  
Fax: (706) 275-1142

4004 Millstone Circle  
Rocky Face, Georgia 30740  
Phone: (706) 673-4525  
SSN: 238-86-3999

Norman D. Freeman  
Assistant Secretary  
Mail-Drop 061-04  
Phone: (706) 275-1184  
Fax: (706) 275-1170

3342 W. Armuchee Road  
Summerville, Georgia 30747  
Phone: (706) 397-2259  
SSN: 254-58-0059

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TALLAHASSEE, FLORIDA

Treasurer \_\_\_\_\_

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

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

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

14. Norman D. Freeman, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Business Information and Services  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 962460171  
CONTROL NUMBER : 9615260  
DATE INC/AUTH/FILED: 04/29/1996  
JURISDICTION : GEORGIA  
PRINT DATE : 08/23/1996  
FORM NUMBER : 0211

ARTHUR ANDERSEN & CO.  
BETH A. STEIN  
133 PEACHTREE ST., SUITE 2500  
ATLANTA, GA 303031846

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia,  
hereby certify under the seal of my office that

SHAW RETAIL PROPERTIES, INC.  
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

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SEP 11 AM 9:27  
TALLAHASSEE, FLORIDA



THE UNITED STATES  
CORPORATION  
COMPANY

F96000004669

ACCOUNT NO. : 072100000032

REFERENCE : 431701 5043069

AUTHORIZATION : Patricia Pyjick

COST LIMIT : \$ 35.00

ORDER DATE : June 17, 1997

ORDER TIME : 12:58 PM

ORDER NO. : 431701-645

CUSTOMER NO: 5043069

200002274022--7

CUSTOMER: John L. Miller, Esq  
Shaw Industries, Inc.  
616 E. Walnut Ave.

Dalton, GA 30720

CHANGE OF AGENT

NAME: SHAW RETAIL PROPERTIES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 21 PM 2:33

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

RECEIVED  
97 AUG 21 PM 12:22  
DIVISION OF CORPORATIONS

CONTACT PERSON: Debbie Skipper

RHCHG  
OFF  
8/22

Florida Department of State, Sandra B. Mortham, 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 GEORGIA 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: SHAW RETAIL PROPERTIES, INC.

1b. The mailing address of the corporation is: POST OFFICE DRAWER 2128, DALTON, GA 30722-2128

1c. Date of incorporation: 9-11-96 Document number: F96000004669

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

C T CORPORATION SYSTEM

1200 SOUTH PINE ISLAND ROAD

PLANTATION, FLORIDA 33324

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

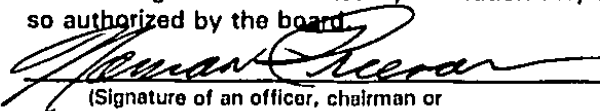
Corporation Service Company

1201 Hays Street, Suite 105

Tallahassee, Florida 32301

The street address of its registered office 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.

  
(Signature of an officer, chairman or  
vice chairman of the board)

7/30/97  
(Date)

NORMAN D. FREEMAN, ASSISTANT SECRETARY  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Corporation Service Company

By: Deborah D. Skipper  
(Signature of Registered Agent)

8-21-97  
(Date)

If signing on behalf on an entity:

Deborah D. Skipper  
(Typed or Printed Name)

AS ITS AGENT

(Capacity)