

CORPORATE ACCESS INC.

9600004810

16-D Tallahassee Blvd., Mulberry Square, Tallahassee, Florida 32303
 P.O. Box 37066 Tallahassee, FL 32315-7066 ~ (904) 222-6666 or (800) 969-6666 ~ FAX (904) 222-1666

WALK IN

PICK UP 9/19/96 *cm*

☒ **CERTIFIED COPY** ☒ **CUS** G.S.

☐ **PHOTO COPY** ☒ **FILING** foreign

1.) SMC-SPE-2, Inc.
 (CORPORATE NAME & DOCUMENT #)

2.) _____
 (CORPORATE NAME & DOCUMENT #)

3.) _____
 (CORPORATE NAME & DOCUMENT #)

4.) _____
 (CORPORATE NAME & DOCUMENT #)

5.) _____
 (CORPORATE NAME & DOCUMENT #)

6.) _____
 (CORPORATE NAME & DOCUMENT #)

7.) _____
 (CORPORATE NAME & DOCUMENT #)

8.) _____
 (CORPORATE NAME & DOCUMENT #)

9.) _____
 (CORPORATE NAME & DOCUMENT #)

10.) _____
 (CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

SEP 19 1996 13:23
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FILED
 96 SEP 19 AM 11:21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 96 SEP 19 AM 10:15
 DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. SMC - SPE - 2, 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. Delaware 3. 62-1652315
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/11/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9/11/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 7100 Service Merchandise, Dr.
Brentwood, TN 37027
(Current mailing address)
8. Real Estate Holding
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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.

The Prentice-Hall Corporation System, Inc.

By: [Signature]

(Registered agent's signature)

Authorized Representative

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: Raymond Zimmerman

Address: 1100 Service Merchandise Dr.
Brentwood, TN 37027

Vice Chairman: _____

Address: _____

Director: Sam Cusano

Address: _____

Same as Above

Director: Gary Witkin

Address: _____

Same As Above

B. OFFICERS

President: Gary Witkin

Address: _____

Same as Above

Vice President: Sam Cusano

Address: _____

Same as Above

Asst. Secretary: Michael Elliott

Address: _____

Same as Above

Treasurer: Tom Garrett

Address: _____

Same as Above

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

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

14. Michael Elliott, Asst. Secretary
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 19 AM 11:22

FILED

September 16, 1996

RE: SMC-SPE-1, Inc. (Delaware)
SMC-SPE-2, Inc. (Delaware)

To the Secretary of State:

The above named corporations desiring to qualify in your state are wholly owned subsidiaries of Service Merchandise Company, Inc. and do not represent a name conflict so far as to the ownership of each corporation and consent is hereby given to use of both names.

Very truly yours,

Service Merchandise Company, Inc.

By: 

Sam Cusano, VP/CFO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMC-SPE-2, 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 ELEVENTH DAY OF SEPTEMBER, A.D. 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8099938

DATE:

09-11-96