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REFERENCE : 580613 4730750

AUTHORIZATION :

*Patricia Pij*

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ORDER DATE : October 28, 1997

ORDER TIME : 8:55 AM

ORDER NO. : 580613-005

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CUSTOMER NO: 4730750

CUSTOMER: Cyril Zoldak, Legal Assistant  
Ulmer & Berne  
Bond Court Building  
1300 East 9th Street - Ste. 90  
Cleveland, OH 44114

W97-24758

RECEIVED  
97 OCT 30 PM 2:01  
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: CAMPUS C-STORES, INC.

FILED  
10/31  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 PM 3:33

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX        PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 30, 1997

CSC

SUBJECT: CAMPUS C-STORES, INC.  
Ref. Number: W97000024758

**RESUBMIT**  
Please give original  
submission date as file date.

FILED STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
91 OCT 30 PM 3:33

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 997A00052782

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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97 OCT 31 PM 1:56

**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. Campus C-Stores, 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  
(State or country under the law of which it is incorporated)

3. 33-0737646  
(FEI number, if applicable)

4. September 10, 1996  
(Date of incorporation)

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

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

7. 7825 Fay Avenue, Suite 228, La Jolla, California 92037  
  
(Current mailing address)

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8. Acquire and operate convenience stores on college campuses.  
(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: Corporation Service Company

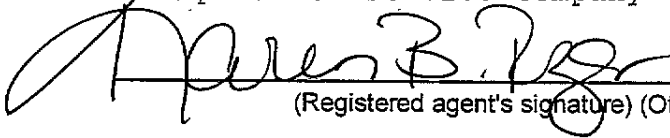
Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.

Corporation Service Company

  
(Registered agent's signature) (Officer)

Karen B. Rozar, As Its Agent  
(Type Name and Title of Officer)

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: see attached list of directors \_\_\_\_\_

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

\_\_\_\_\_

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

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

\_\_\_\_\_

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DIVISION  
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B. OFFICERS

President: see attached list of officers \_\_\_\_\_

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.

*A. B. Glickman, Sec'y*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

A. B. Glickman, Secretary  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATE AFFAIRS  
97 OCT 30 PM 3:33

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Appendix to Florida  
Application for Foreign Corporation for Authorization to Transact Business

**Officers of  
Campus C-Stores, Inc.**

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1. Neil A. Wykes, President  
7825 Fay Avenue, Suite 228  
La Jolla, California 92037
2. Randolph E. Kimble, Vice President  
7825 Fay Avenue, Suite 228  
La Jolla, California 92037
3. Martin J. Venturini, Vice President  
7825 Fay Avenue, Suite 228  
La Jolla, California 92037
4. A. B. Glickman, Secretary  
1300 East 9th Street, Suite 900  
Cleveland, Ohio 44114

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## Directors of Campus C-Stores, Inc.

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1. Neil A. Wykes  
7825 Fay Avenue, Suite 228  
La Jolla, California 92037
2. Randolph E. Kimble  
7825 Fay Avenue, Suite 228  
La Jolla, California 92037
3. Robert P. Pinkas  
26000 Chagrin Blvd., Suite 1150  
Cleveland, Ohio 44122
4. Jim Bergman  
26000 Chagrin Blvd., Suite 1150  
Cleveland, Ohio 44122

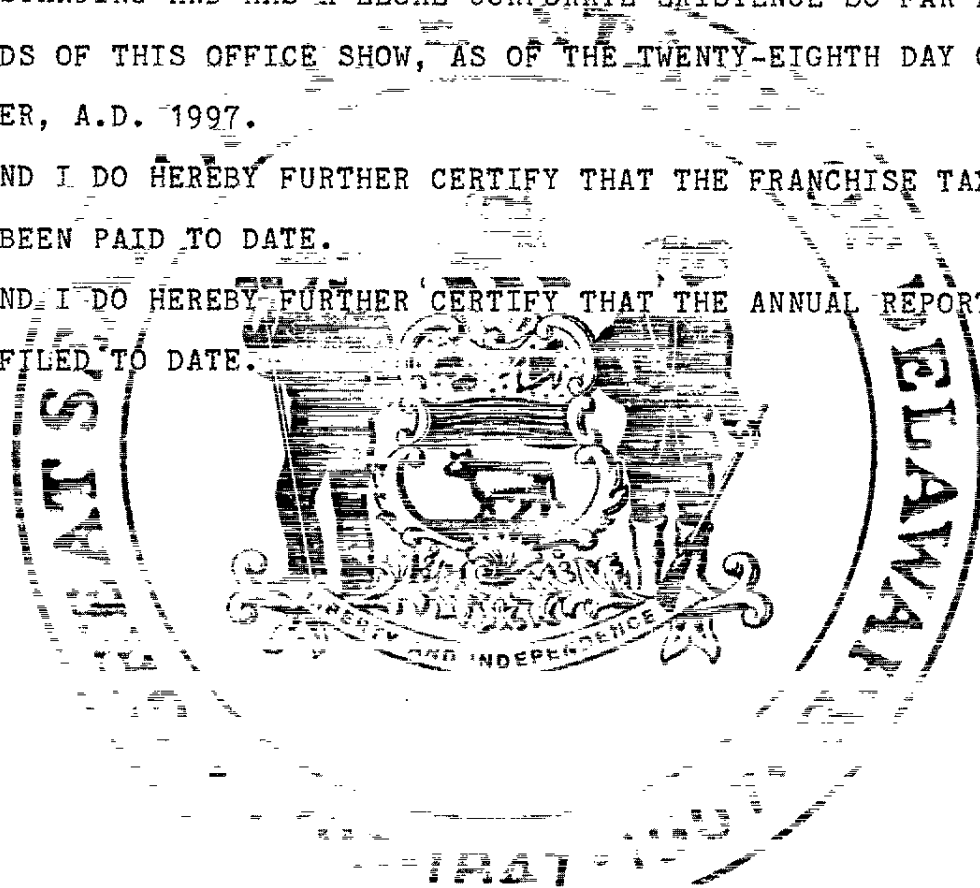
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAMPUS C-STORES, 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 TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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SECRETARY OF CORPORATION  
DIVISION OF  
97 OCT 30 PM 3:33

*Edward J. Freel*

Edward J. Freel, Secretary of State



2660955 8300  
971364811

AUTHENTICATION: 8727019  
DATE: 10-28-97