

F970000006909



ACCOUNT NO. : 072100000032
REFERENCE : 652089 7123528
AUTHORIZATION : *Patricia Pyjunt*
COST LIMIT : \$ 70.00

ORDER DATE : December 29, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 652089-005

CUSTOMER NO: 7123528

100002385901--9

CUSTOMER: Mary M. Thomas, Paralegal
Payless Shoesource, Inc.
3231 East 6th Street

Topeka, KS 66607

FOREIGN FILINGS

NAME: PSS LABOR LEASING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 12:24

W
12/30

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Andrew Cumper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 AM 10:54

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. PSS LABOR LEASING, 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. KANSAS

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

3. 48-1194126

(FEI number, if applicable)

4. 10/10/97

(Date of Incorporation)

5. PERPETUAL

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

6. _____

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 3231 E. 6TH STREET

TOPEKA, KS 66607

(Current mailing address)

8. EMPLOYEE LABOR LEASING

(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

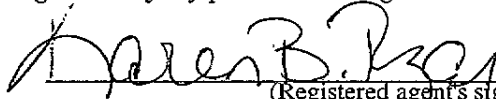
TALLAHASSEE

, 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.



(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
97 DEC 30 PM 12:24

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)

DIRECTOR

~~Chairman:~~ LESTER B. DAVIS

Address: 3231 E. 6TH STREET, TOPEKA, KS 66607

DIRECTOR

~~Vice Chairman:~~ JED L. NORDEN

Address: 3231 E. 6TH STREET, TOPEKA, KS 66607

Director: TERRENCE L.E. GUTH

Address: 3231 E. 6TH STREET, TOPEKA, KS 66607

Director: _____

Address: _____

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

President: LESTER B. DAVIS

Address: 3231 E. 6TH STREET

TOPEKA, KS 66607

TREASURER/

Vice President: REX A. TESSENDORF

Address: 3231 E. 6TH STREET

TOPEKA, KS 66607

Secretary: MARY M. THOMAS

Address: 3231 E. 6TH STREET

TOPEKA, KS 66607

ASST. VP/

Treasurer: TERRENCE L.E. GUTH

Address: 3231 E. 6TH STREET

TOPEKA, KS 66607

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

13. *Lester B. Davis* *Mary M. Thomas*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
President *Secretary*

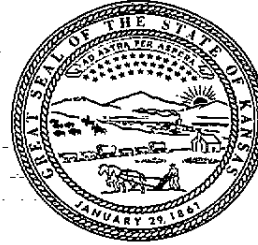
14. MARY M. THOMAS - SECRETARY

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 12:24

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

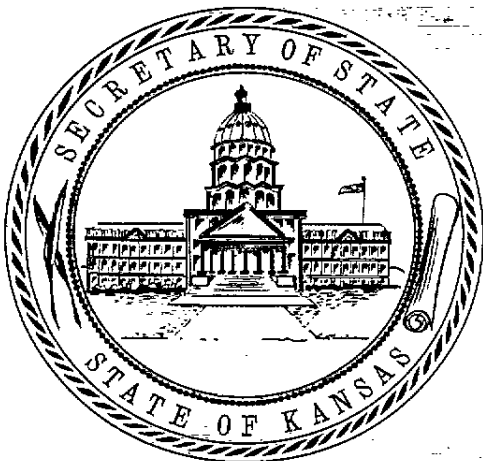
I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT
PSS LABOR LEASING, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 29th day of September, A.D. 1997 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 2:28

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
24th day of December, A.D. 1997



RON THORNBURGH
SECRETARY OF STATE