

F98000002679

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TRACK 'N TRAIL
(Name of corporation - must include suffix)

Dear Sir or Madam:

300002518593-2
-05/11/98-01074-003
*****78.75 *****78.75

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

W98-10645

SHERY POPEJOY
(Name of Person)

TRACK 'N TRAIL
(Firm/Company)

4901-A WINDPLAN DR.
(Address)

ELDORADO HILLS, CA. 95762
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

TAMMY RICHICHI at (916) 933-4525 EXT 328
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
98 MAY 11 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



May 1, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

To Whom It May Concern:

Enclosed you find a Certificate Of Status Foreign Corporation, Articles Of Incorporation, \$78.75 Registration Fee, and an Application For Certificate Of Authority. If you have any questions you can reach me at 916-933-4525 Ext. 328. Your expediency would be greatly for our store will be opening on May 15, 1998.

Sincerely,

A handwritten signature in cursive script, appearing to read "Tammy Richichi".

Tammy Richichi
Accounting Assistant



May 7, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

To Whom It May Concern:

Per my phone conversation with Lee today at 850-487-6091, I am sending a copy of the original Application For Certificate Of Authority with the original signature of our V.P. of Finance, Chief Financial Officer, Treasurer and Secretary for on the original application I sent on May 1, 1998 was without an original signature of an officer or director. If you have any questions please call me at 916-933-4525 Ext 328. Thank you for your cooperation in advance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Tammy Richichi".

Tammy Richichi

CORPORATE OFFICES

4961-A WINDPLAY DRIVE • EL DORADO HILLS, CA 95762 • (916) 933-4525 • FAX (916) 933-4521

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. TRACK 'N TRAIL, 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. CALIFORNIA
(State or country under the law of which it is incorporated)
3. 94-270245-7
(FEI number, if applicable)
4. 10/15/80
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT OPENED YET
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4961-A WINDPLAY DR.
EL DORADO HILLS, CA. 95762
(Current mailing address)
8. RETAIL FOOTWEAR & ACCESSORIES (SALE OF)
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, 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.

Naseem A. Conde
(Registered agent's signature)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

SAME ADDRESS
FOR ALL OFFICERS/

DIRECTORS

Chairman: SEE ATTACHED

Address: 4961-A WINDPLAY DR.

EL DORADO HILLS, CA. 95702

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
98 MAY 11 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

President: _____

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. Daniel J. Neumann

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

14. Daniel J. Neumann VP-Finance

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

TNT

OFFICERS:

GREGORY M. KILGORE/PRESIDENT, CHIEF OPERATING OFFICER AND DIRECTOR
DANIEL J. NAHMENS/VICE PRESIDENT-FINANCE, CHIEF FINANCIAL OFFICER, TREASURER AND SECRETARY
JOHN E. WILKINSON/EXECUTIVE VICE PRESIDENT-MARKETING
DAVID T. MORGAN/VICE PRESIDENT-REAL ESTATE
WILLIAM FORSBERG/VICE PRESIDENT-STORES

DIRECTORS:

DAVID L. SUECHTING, JR./CHAIRMAN OF THE BOARD
GREGORY M. KILGORE/PRESIDENT, CHIEF OPERATING OFFICER AND DIRECTOR
DANIEL J. NAHMENS/VICE PRESIDENT-FINANCE, CHIEF FINANCIAL OFFICER, TREASURER AND SECRETARY

FILED
98 MAY 11 PM 4:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 15TH day of OCTOBER

TRACK' N TRAIL

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

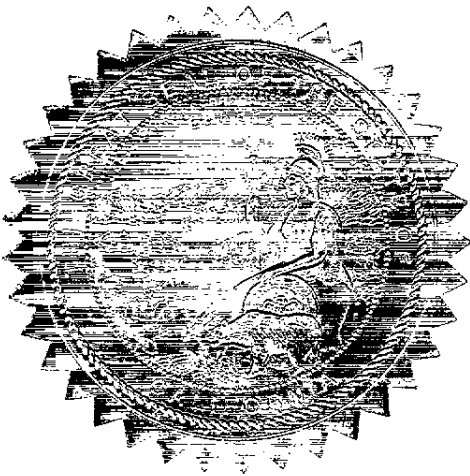
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

MAY 4, 1998



Bill Jones

Secretary of State

FILED
98 MAY 11 PM 4:14
SECRETARY OF STATE
TALDHASSEET FLOR