

F98000003656

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

REFUNDED
500002335905-7
-11/03/97-01037-026
****122.50 ****122.50

500002335905-7
-06/25/98-01048-001
****70.00 ****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HGG Acquisition T.G. & Y. Stores Co. W97-24892
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time 11/3/97 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 98 JUN 25 PM 3:56
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 RECEIVED
 97 NOV -3 AM 10:47
 DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1997

CAPITOL SERVICES

*Please back letter
if possible*

RECEIVED
97 DEC -4 AM 11:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

SUBJECT: HGG ACQUISITION T.G. & Y. STORES CO.
Ref. Number: W97000024892

We have received your document for HGG ACQUISITION T.G. & Y. STORES CO. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 197A00053099

*Please "white-out"
HGG etc.
to comply w/CGS
attached.
or return to us
for correction*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1997

CAPITOL SERVICES

refund
United Corporate Services
c/o Capitol Services

SUBJECT: HGG ACQUISITION T.G. & Y. STORES CO.
Ref. Number: W97000024892

You have submitted a certificate for T. G. & Y. STORES CO., a corporation which is already active on our files. Please refer to the attached printout.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 897A00057354

RECEIVED
97 DEC -9 AM 10:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1997

CAPITOL SERVICES

SUBJECT: HGG ACQUISITION T.G. & Y. STORES CO.
Ref. Number: W97000024892

Please complete the NAME and ADDRESS lines at the top of the attached application; your check will be made payable to the name and mailed to the address which you list on these lines. Please return the completed form to us for further processing once you are finished.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 597A00058001

*Refunded
per letter →*

LR 12/9



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 17, 1998

CAPITOL SERVICES

*for the 3rd TIME
this is an ENTIRELY
different Entity!
There is no conflict!!!
(and you kept the latest
CGS. See Bd Resolution)*

You originally submitted this application in December of last year, and we informed you that the corporation has already been filed. The corporation is still active on our records, as shown by the attached printout. In December your money was refunded per your request. Please do not resubmit this application.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 998A00033631

wag-14673

RECEIVED
98 JUN 18 AM 10:56
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1998

CAPITOL SERVICES

SUBJECT: T. G. & Y. STORES CO.
Ref. Number: W98000014673

We have received your document for T. G. & Y. STORES CO.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

As noted in our previous letter, a highlighted copy of which is attached, the money you originally submitted last year was refunded per your request.

Please also note that the name of the corporation is available; we cannot file the resolution by board of directors which you submitted. Such resolutions are used only when the corporation's name is unavailable for use in Florida.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 998A00035037

RECEIVED
98 JUN 25 AM 11:02
DIVISION OF CORPORATIONS

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. T.G. & Y. Stores Co.
(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. 73-0536810
(FEI number, if applicable)

4. 9/10/97
(Date of Incorporation)

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

6. 10/1/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, P.A.S.S.E.F. 1997-10))

7. 2955 East Market Street
York, Pennsylvania 17402
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware
(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: United Corporate Services, Inc.

Office Address: 801 Northeast 167th Street, Suite 300

North Miami

, Florida, 33162

(Zip Code)

486314

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8 JUN 25 PM 3:56
SECRETARY OF STATE
ALLIANCE FLORIDA

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.

Michael A. Barr
(Registered agent's signature)

Michael A. Barr

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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN 25 PM 3:56

FILED

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

13. Arthur M. Michaelson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arthur M. Michaelson, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS OF HGG ACQUISITION T. G. & Y. STORES CO.

Meshulam Riklis, Chairman of the Board and Chief Executive Officer
9560 Wilshire Blvd.
Beverly Hills, CA 90212

Ted Watkins, President
2955 East Market Street
York, PA 17402

Paul Weiner, Senior Vice President, Treasurer and
Chief Financial Officer
2955 East Market Street
York, PA 17402

Arthur M. Michaelson, Secretary
c/o Hofheimer Gartlir & Gross, LLP
633 Third Avenue
New York, NY 10017

98 JUN 25 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

DIRECTORS OF HGG ACQUISITION T. G. & Y. STORES CO.

Meshulam Riklis
9560 Wilshire Blvd.
Beverly Hills, CA 90212

Paul Weiner
2955 East Market Street
York, PA 17402

FILED

98 JUN 25 PM 3:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "T. G. & Y. STORES CO." 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 EIGHTEENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "T. G. & Y. STORES CO." WAS INCORPORATED ON THE TENTH DAY OF SEPTEMBER, A.D. 1997.

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

FILED
98 JUN 25 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

2794659 8300

981190284

AUTHENTICATION:

9087312

DATE:

05-18-98