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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Hudson's Department Store Liquidators, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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 6000002768326--1

Robert T. Jackson, Sr.

(Name of Person)

Jackson and Jackson, PLLC

(Firm/Company)

Post Office Box 15517

(Address)

Hattiesburg, MS 39404-5517

(City/State/Zip)

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****140.00 *****78.75

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Robert T. Jackson, Sr.

(Name of Person)

at (601) 264-3309

(Area Code & Daytime Telephone Number)

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

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JACKSON AND JACKSON, PLLC

ATTORNEYS AT LAW
309 South 40th Avenue
HATTIESBURG, MISSISSIPPI 39402

ROBERT T. JACKSON, SR.
ROBERT T. JACKSON, JR.
STEPHEN B. JACKSON

MAILING ADDRESS
P. O. BOX 15517
HATTIESBURG, MS 39404-5517

February 2, 1999

TELEPHONE
(601) 264-3309
FACSIMILE
(601) 261-3411

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

RE: Hudson's Department Store Liquidators, Inc.

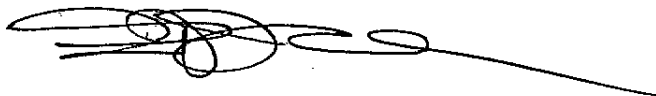
Dear Sir or Madam:

Transmitted herewith please find the Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence, Acceptance of Appointment, Affidavit of Acceptance of Appointment and a check in the amount of \$140.00 for the filing fee of the above-named corporation. Please file the said Application at your earliest convenience.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact us at the number above.

Sincerely yours,

JACKSON AND JACKSON, PLLC



Robert T. Jackson, Sr.

RTJ,SR/dcs

Enclosures

**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. Hudson's Department Store Liquidators, 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. Mississippi 3. 64-0896911
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 7, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Date Hereof
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Post Office Box 711
Hattiesburg, MS 39403-0711
(Current mailing address)
8. Retail Sales
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

see attached form

(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.

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

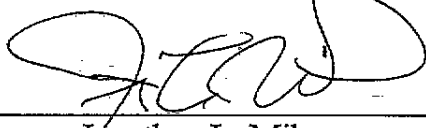
RE: HUDSON DEPARTMENT STORE LIQUIDATORS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: January 26, 1999

C T CORPORATION SYSTEM

By


Jonathan L. Miles,
Assistant Secretary

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TALLAHASSEE FLORIDA

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)

Chairman: Bill Hudson, Jr.

Address: 6892 US Highway 49 North
Hattiesburg, MS 39401

Vice Chairman: Ben L. Hudson

Address: same as above

Director: Richard Preusch

Address: same as above

Director: Richard Preusch

Address: same as above

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

President: Bill Hudson, Jr.

Address: 6892 US Highway 49 North
Hattiesburg, MS 39401

Vice President: Ben L. Hudson

Address: same as above

Secretary: Richard Preusch

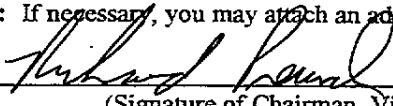
Address: same as above

Treasurer: Richard Preusch

Address: same as above

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TALLAHASSEE FLORIDA

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

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

14. Richard Preusch Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on July 07, 1998 the state of Mississippi issued a Charter/Certificate of Authority to:

HUDSON'S DEPARTMENT STORE LIQUIDATORS, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Given under my hand
and seal of office
January 26, 1999

Eric Clark

ERIC CLARK,
Secretary of State