

BURR & FORMAN LLP

ATTORNEYS AND COUNSELORS

Post Office Box 830719
Birmingham, Alabama 35283-0719

(205) 251-3000
(205) 458-5100 (Fax)

April 8, 2002

Ellen Prescott
Direct Dial: (205) 458-5115
Email: eprescot@burr.com

MDZOO 0000960

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: America's Thrift Stores of Florida, LLC

Dear Sir/Madam:

Enclosed please find the original and one photocopy of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and a Certificate of Designation of Registered Agent/Registered Office for the above-referenced limited liability company. Also enclosed is a check in the amount of \$130.00 representing your fees for same (\$100.00 for filing; \$25.00 for Designation of Registered Agent; and \$5.00 for Certificate of Status).

Please file the Application and return to this office evidence of filing and the status certificate acknowledging same. A return envelope is provided for your convenience.

Feel free to call me (1-800/438-2877) if you have any questions or need any additional information regarding the enclosed.

Yours truly,

Ellen Prescott
Legal Assistant

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****130.00 ****130.00

APPROVED
AND
FILED
02 APR 11 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
3-15-02

Enclosures

cc: C. Logan Hinkle, Esq.

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. America's Thrift Stores of Florida, LLC
(Name of foreign limited liability company)

2. Delaware 3. 94-3424392
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 26, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon registration in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1248 Center Point Parkway, Birmingham, AL 35215
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

James B. Salmon, Manager

1248 Center Point Parkway, Birmingham, AL 35215

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TALLAHASSEE, FLORIDA

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AND
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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Operation of thrift store

James B. Salmon
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James B. Salmon
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

America's Thrift Stores of Florida, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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TALLAHASSEE, FLORIDA

APPROVE
AND
FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

C T Corporation System

Dale W. Morris

(Signature)

**DALE W. MORRIS
ASSISTANT VICE PRESIDENT**

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

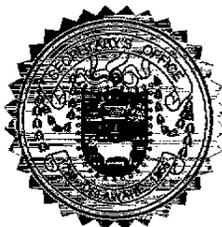
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICA'S THRIFT STORES OF FLORIDA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2002.

APPROVED
AND
FILED
02 APR 11 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1632233