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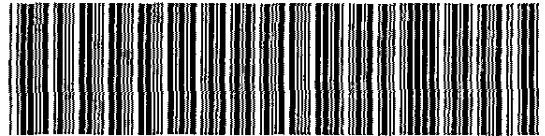
(Business Entity Name)

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SEC. OF STATE
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TALLAHASSEE, FLORIDA

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04 DEC 16 PM 2:56
SEC. OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 088359 5029779

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 125.00

FILED
04 DEC 16 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 16, 2004

ORDER TIME : 11:52 AM

ORDER NO. : 088359-005

CUSTOMER NO: 5029779

CUSTOMER: Ms. Jody Hargis
Federated Department Stores,
7 West Seventh St.

Cincinnati, OH 45202

FOREIGN FILINGS

NAME: MACY'S FLORIDA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

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

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

1. Macy's Florida, LLC
(Name of Foreign Limited Liability Company)
2. Ohio 3. 20-1786016
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 10-22-94 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 1-1-05
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 22 East Flagler Street
Miami, FL 33131
(Street Address of Principal Office)

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

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

Dennis J. Broderick, 7 West Seventh Street, Cincinnati, OH 45202

Joel Belsky, 7 West Seventh Street, Cincinnati, OH 45202

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: wholesale merchandising -

Apparel & Housewares

Bradley R. Mays
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.)

Bradley R. Mays, Vice President

Typed or printed name of signee

FILED
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**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:

MACY'S FLORIDA, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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, Florida Statutes.

Corporation Service Company

By:

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show MACY'S FLORIDA, LLC, an Ohio Limited Liability Company, Registration Number 1495510, was organized within the State of Ohio on October 22, 2004, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 15th day of December, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2004349D7D9FA