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**Foreign Limited Liability Company  
Academy.com, L.L.C.**

Certificate of Status	0
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION  
TO TRANACT BUSINESS IN FLORIDA**

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

1. Academy.com, L.L.C.  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Texas 3. 76-0634541  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 30, 2011 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. February 4, 2010 Qualified original Texas corporation in  
(Date first transacted business in Florida, if prior to registration.) Florida under F10000000602, Texas corp.  
(See sections 608.501 & 608.502 F.S. to determine penalty liability) converted into a Texas LLC  
in 2011.

7. 1800 N. Mason Road  
Katy, TX 77449  
(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:

See attached Exhibit A

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: On-line retailer

M. Wade Turner  
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

M. Wade Turner, Manager

Typed or printed name of signee

**Exhibit A**

**Managers of Academy.com, L.L.C.**

<b><u>Name</u></b>	<b><u>Address</u></b>
Rodney Faldyn	1800 N. Mason Road Katy, TX 77449
R. Michael Arnett	1800 N. Mason Road Katy, TX 77449
Ken Attaway	1800 N. Mason Road Katy, TX 77449
M. Wade Turner	1800 N. Mason Road Katy, TX 77449

**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:

Academy.com, L.L.C.

If unavailable, the alternate to be used in the state of Florida is:

\_\_\_\_\_

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

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.*

Connie Bryan

(Signature)

**Connie Bryan**  
**Assistant Secretary**

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

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Academy.com, L.L.C. (file number 801459584), a Domestic Limited Liability Company (LLC), was filed in this office on July 29, 2011.

It is further certified that the entity status in Texas is in existence.

Delayed Effective date: July 30, 2011

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 15, 2011.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State