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DIVISION OF CORPORATIONS

K. SALLY
EXAMINER
AUG 14 2015

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 745748 6729A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 125.00

ORDER DATE : August 13, 2015

ORDER TIME : 12:14 PM

ORDER NO. : 745748-005

CUSTOMER NO: 6729A

FOREIGN FILINGS

NAME: KROGER MTL MANAGEMENT, 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: Courtney Williams -- EXT# 62935

EXAMINER: _____

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Kroger MTL Management, LLC
(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. The alternate name must include "Limited
Liability Company," "L.L.C.," or "LLC.")

2. Ohio
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 45-2886387
(FEI number, if applicable)

4. n/a
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1014 Vine Street
Cincinnati, OH 45202
(Street Address of Principal Office)

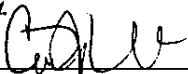
6. 1014 Vine Street
Cincinnati, OH 45202
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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.

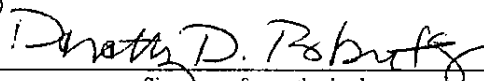

(Registered agent's signature)

Courtney Williams
Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Jason Bryce - President, Secretary and Treasurer also: The Kroger Co. - Member
1014 Vine Street 1014 Vine Street
Cincinnati, OH 45202 Cincinnati, OH 45202

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath
of the translator must be submitted)


Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Dorothy D. Roberts, Assistant Secretary, The Kroger Co.

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

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TALLAHASSEE, FLORIDA

I, Jon Husted, 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 business entities; that said records show KROGER MTL MANAGEMENT, LLC, an Ohio For Profit Limited Liability Company, Registration Number 2036195, was organized within the State of Ohio on July 22, 2011, 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 13th day of August, A.D. 2015.

Jon Husted

Ohio Secretary of State

Validation Number: 201522501146