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DATE: 2/25/16

NAME: KSA RETAIL, LLC

TYPE OF FILING: APPLICATION

COST: 160.00

RETURN: CERTIFIED COPY AND GOOD STANDING PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Attoch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
16 FEB 25 PM 3:57

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: KSA RETAIL, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

JAZMIN DIAZ

Name of Person

KSA RETAIL, LLC

Firm/Company

5301 SOUTH SANTA FE AVENUE

Address

VERNON, CALIFORNIA 90058

City/State and Zip Code

jazmind@joie.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

JAZMIN DIAZ

323

277-3900 X5638

at ()

Name of Contact Person

Area Code

Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &
Certificate of Status

☐ \$155.00 Filing Fee &
Certified Copy

☒ \$160.00 Filing Fee, Certificate
of Status & Certified Copy

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. KSA RETAIL, 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. NEW YORK

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

3. 273282878

(FEI number, if applicable)

4.

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

5.

5301 SOUTH SANTA FE AVENUE, VERNON, CALIFORNIA 90058

(Street Address of Principal Office)

6. 5301 SOUTH SANTA FE AVENUE, VERNON, CALIFORNIA 90058

(Mailing Address)

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

Name: Paracorp Incorporated

Office Address: 155 Office Plaza Drive, 1st Floor

Tallahassee

(City)

, Florida 32301

(Zip code)

Registered agent's acceptance:

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 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.

Sharon Code, Sharon Code, Atty Secretary
(Registered agent's signature)

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

KERRY ENDERT, Secretary & General Counsel - 5301 S Santa Fe Ave., Vernon, CA 90058

JAZMIN DIAZ, Contracts Manager - 5301 S Santa Fe Ave., Vernon, CA 90058

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]
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.

JAZMIN DIAZ

Typed or printed name of signee

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SECRETARY OF
TALLAHASSEE, FLORIDA
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**State of New York
Department of State } ss:**

I hereby certify, that 1200 MADISON LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 08/19/2010, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment 1200 MADISON LLC, changing its name to SKA RETAIL, LLC, was filed 04/03/2012.

A Certificate of Amendment SKA RETAIL, LLC, changing its name to KSA RETAIL LLC, was filed 04/06/2012.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of February
two thousand and sixteen.*

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

16 FEB 25 PM 3:57
SECRETARY OF STATE
MAIL/IN/ASST. TO DIR