

Document Number Only

M9700000053

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

American Retail Credit Services, Inc.

- () Profit () Amendment () Merger
() NonProfit () Dissolution/Withdrawal () Mark
() Limited Liability Co. () Other ucc Filing
() Foreign () Change of R.A.
() Limited Partnership () Reservation () Fic. Name
() Reinstatement () CUS
() Certified Copy () Photo Copies
() Call When Ready () Call if Problem
[] Walk In () After 4:30
() Mail Out [] Pick Up

200002090012--0
-02/17/97--01163--010
*****52.50 *****52.50

PLEASE RETURN EXTRA COPIES
FILE STAMPED

Name
Availability
Document Examiner
Updater
Ventier
Acknowledgment
W.F. Verifier

CR2E031 (1-89)

2-12-97
J. IAX
FILING 105.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 192.50
N. BANK
BALANCE DUE
REFUND

200002090012--0
-02/17/97--01163--011
****140.00 ****140.00

2/12/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 12 PM 12:57

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:

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FEB 12 PM 12:57

1. American Retail Credit Services, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their
abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. 65-0713889
(FEI number, if applicable)
4. December 19, 1996
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. January 1, 1997
(Date first transacted business in Florida.)
7. 148 North University Drive
Pembroke Pines, FL 33024
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

See 1 in Addendum

January 24, 1997
(Date)

AMERICAN RETAIL VENTURES, INC.

By William O. Moscher, Secretary
(Signature of a Member or Authorized Representative of a member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By: [Signature]
(Signature)

2/11/1997
(Date)

Dwight A. Coats
(Type Name of Officer)

Assistant Secretary
(Title of Officer)

FILED
FEB 12 PM 12:57
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Addendum

1. Name and title:

Louis Brenninkmeyer, MGR

Address: 6251 Crooked Creek Rd., Norcross, GA 30092

Name and title:

Roland M. Brenninkmeyer, MGR

Address: 1114 Ave. of the Americas, New York, NY 10036

Name and title:

Roland Hugo Brenninkmeyer, MGR

Address: 105 West Superior St., Duluth, MN 55802

Name and title:

James R. Painter, MGR

Address: 1114 Ave. of the Americas, New York, NY 10036

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 12 PM 12:57

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 12 PM 12:57

The undersigned member or authorized representative of a member of American Retail
Credit Services, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____. This cash total includes amounts from 2 and 3 above.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,340,000.00. This total includes amounts from 2 and 3 above.

January 24, 1997

AMERICAN RETAIL VENTURES, INC.

By

Miles B. Distler, Secretary

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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 IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 12 PM 12:57

1. The name of the limited liability company is: American Retail Credit Services, L.L.C.

2. The name and address of the registered agent and office is:

CT CORPORATION SYSTEM

(Name)

c/o CT CORPORATION, 1200 South Pine Island Road,

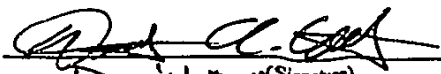
(P.O. Box not acceptable)

Plantation, Florida 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.

CT CORPORATION SYSTEM


Dwight A. 2003 (Signature)

2/6/1997

(Date)

Assistant Secretary

(Title)

FILING FEE: \$35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

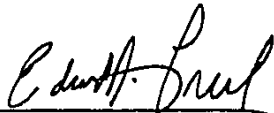
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN RETAIL CREDIT SERVICES, L.L.C." 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 ELEVENTH DAY OF FEBRUARY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 12 PM 12:57




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2696880 8300

971046250

8327004

02-11-97