

Document Number Only

11990000000471

C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

CORPORATION(S) NAME

900002823869--0
-03/30/99--01074--001
*****285.00 *****285.00

Build - A - Bear Workshop L.L.C.

99MAR 30 PM 1:09

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability	AK 330
Document Examiner	al
Updater	al
Verifier	al
Acknowledgment	al
W.P. Verifier	al

3/30

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS
Connie

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:

1. Build-A-Bear Workshop, L.L.C.
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Missouri 3. 43-1793367
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 8, 1997 5. December 31, 2022
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Anticipated date - June 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 1964 Innerbelt Business Center Drive
St. Louis, Missouri 63114-5760
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Maxine Clark 1964 Innerbelt Business Center Drive St. Louis, Missouri 63114-5760	Manager/Member		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 30 PM 1:09

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

The undersigned member or authorized representative of a member of Build-A-Bear Workshop,
L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,801,500.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0- ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 10,521,500.00
(This total includes amounts from 2 and 3 above.)

Maxine Clark

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.)

Maxine Clark

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 30 PM 1:09

Filing Fee: \$250.00 for Application and Affidavit

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:

Build-A-Bear Workshop, L.L.C.

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 30 PM 1:09

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.

C T CORPORATION SYSTEM

M.S. Green

(Signature)

Marjie S. Green, Asst. Secy.

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE
AND IN MY CARE AND CUSTODY REVEAL THAT
BUILD-A-BEAR WORKSHOP, L.L.C.

WAS FILED IN THIS OFFICE ON THE 8TH DAY OF SEPTEMBER, 1997,
BECAME EFFECTIVE ON THE 8TH DAY OF SEPTEMBER, 1997, AND IS IN
GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS
OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
24TH DAY OF MARCH, 1999.


Secretary of State

