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FOREIGN PROFIT QUALIFICATION

Kay-Bee Toy & Hobby Shops, Inc.

Certificate of Status	0
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J. BRYAN AUG 23 2005

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Kay-Bee Toy & Hobby Shops, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Massachusetts

(State or country under the law of which it is incorporated)

3. 04-2073156

(FEI number, if applicable)

4. 06/30/1949

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 100 West Street, Pittsfield, MA 01201

(Principal office address)

same

(Current mailing address)

8. Specialty retail

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

10. 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.*

CT Corporation System

By: Carrie Buzyn

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**KB Form List of Officers and Directors**

**Officers:**

<u>Name</u>	<u>Office</u>
Michael L. Glazer	President
Robert J. Feldman	Vice President
Scott Z. Hochfelder	Secretary
David T. Pyne	Treasurer
William Gordon Prescott	Assistant Secretary

**Directors:**

Michael L. Glazer  
Robert J. Feldman

Business address for the officers and directors above:

100 West Street Pittsfield, MA 01201

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*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

August 17, 2005

TO WHOM IT MAY CONCERN:

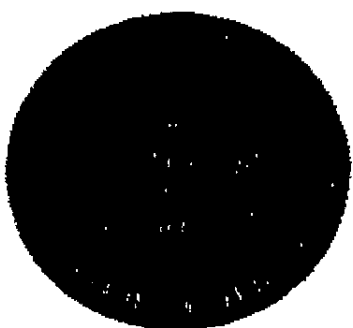
I hereby certify that

**KAY-BEE TOY & HOBBY SHOPS, INC.**

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on June 30, 1949.

I also certify that so far as appears of record here, said corporation still has legal existence.

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TALLAHASSEE, FLORIDA



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*  
Secretary of the Commonwealth