

Document Number Only

F96000006826

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone

30000203918-18  
-12/27/96--01078--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

KB Toy of Massachusetts, Inc

96DEC 27 PM 12:17  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

2-27

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/27/96

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. K B Toy of Massachusetts, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Massachusetts 3. //04-2956093  
(State or country (under the law of which it is incorporated) (FEI number, if applicable))
4. 07/14/86 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/97  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156))
7. K B Toy of Massachusetts, Inc. 300 Phillipi Road, Columbus, OH 43228  
(Current mailing address)
8. Ancillary office support personnel to related corporation's retail toy store operations.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED  
 960127 PM 12:17  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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.*

C T CORPORATION SYSTEM

*Charlotte Renee Cruz*

(Registered agent's signature) (Officer)  
Charlotte Renee Cruz, Asst. Secretary

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Michael L. Glazer

Address: 300 Phillipi Road, Columbus, OH 43228

Vice Chairman: Michael J. Potter

Address: 300 Phillipi Road, Columbus, OH 43228

Director: Albert J. Bell

Address: 300 Phillipi Road, Columbus, OH 43228

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Michael L. Glazer

Address: 300 Phillipi Road, Columbus, OH 43228

Vice President: Michael J. Potter

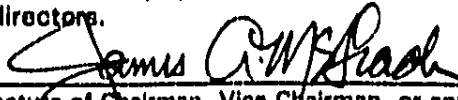
Address: 300 Phillipi Road, Columbus, OH 43228

Secretary: Albert J. Bell

Address: 300 Phillipi Road, Columbus, OH 43228

Treasurer: James A. McGrady  
Address: 300 Philippi Road, Columbus, OH 43228

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. James A. McGrady Vice-President & Treasurer  
(Typed or printed name and capacity of person signing application)

# K B TOY OF MASSACHUSETTS, INC.

## DIRECTORS

Name	Address
Michael L. Glazer	300 Phillipi Road, Columbus, OH 43228
Michael J. Potter	300 Phillipi Road, Columbus, OH 43228
Albert J. Bell	300 Phillipi Road, Columbus, OH 43228

## OFFICERS

Name	Address
Michael L. Glazer - Chairman, Chief Executive Officer and President	300 Phillipi Road, Columbus, OH 43228
Albert J. Bell - Senior Vice President, General Counsel and Secretary	300 Phillipi Road, Columbus, OH 43228
Michael J. Potter - Senior Vice President and Chief Financial Officer	300 Phillipi Road, Columbus, OH 43228
Brad A. Waite - Senior Vice President, Human Resources	300 Phillipi Road, Columbus, OH 43228
James A. McGrady - Vice President and Treasurer	300 Phillipi Road, Columbus, OH 43228
James E. Eggenschwiler - Assistant Secretary and Assistant General Counsel	300 Phillipi Road, Columbus, OH 43228
Michael J. Wagner - Assistant Treasurer	300 Phillipi Road, Columbus, OH 43228



William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

December 20, 1996

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

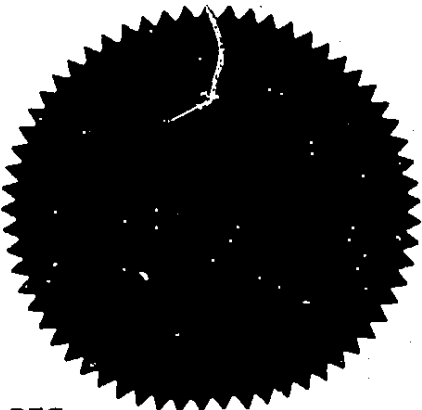
**K B Toy of Massachusetts, Inc.**

is a domestic corporation organized on **July 14, 1986**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

96 DEC 27 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



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

DEG

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

# F96000006826



ACCOUNT NO. : 072100000032

REFERENCE : 302702 5034832

AUTHORIZATION :

*Patricia Pizzillo*

COST LIMIT : \$ 35.00

ORDER DATE : March 21, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 302702-045

300002182859--7

CUSTOMER NO: 5034832

CUSTOMER: Ms. Lexie P. Veselica  
Consolidated Stores  
300 Phillipi Road

Columbus, OH 43228

CHANGE OF AGENT

NAME: K B TOY OF MASSACHUSETTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

FILED RECEIVED  
97 APR -3 PM 1:40  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE FLORIDA  
97 APR -3 AM 10:35

*4/3*  
*John R. H. Chang*

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of MASSACHUSETTS submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: \_\_\_\_\_  
K B TOY OF MASSACHUSETTS, INC.

1b. Date of incorporation: 12/27/96 Document number \_\_\_\_\_

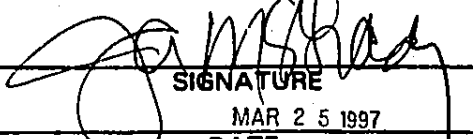
2. The name and address of the current registered agent and office:  
C T CORPORATION SYSTEM  
1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
CORPORATION SERVICE COMPANY  
1201 Hays Street, Tallahassee, Florida 32301

97 APR 3 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
SIGNATURE  
MAR 2 5 1997  
DATE

JAMES A. MCGRADY  
VICE PRESIDENT  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY  
VICKI SCHREIBER  
SIGNATURE BY: Vicki Schreiber  
ASST VICE PRESIDENT  
DATE 4/2/97