

SEAL OF THE STATE OF ILLINOIS
OFFICE OF THE SECRETARY OF STATE



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Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF BLOOMINGDALE'S, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF Ohio HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation

In Testimony Whereof, I have set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 30th day of March A.D. 1992 and of the Independence of the United States the two hundred and 103th

George H Ryan

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Form **BCA-13.15**

(Rev. Jan. 1991)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services
Springfield IL 62756
Telephone (217) 782 6961

FILED

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date _____
License Fee \$ _____
Franchise Tax \$ _____
Filing Fee \$ _____
Penalties \$ _____
Approved _____

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1 (a) CORPORATE NAME Bloxmingle, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME N/A

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4-15 is attached.)

2 (a) State or Country of Incorporation Ohio

(b) Date of Incorporation January 21, 1992

(c) Period of Duration Perpetual

3 (a) Address of the principal office, wherever located 7 West 52nd Street

Cincinnati, Ohio 45202

(b) Address of principal office in Illinois 900 North Michigan Avenue

Chicago, Illinois 60611

4 Name and address of the registered agent and registered office in Illinois

Registered Agent C T CORPORATION SYSTEM

First Name Middle Name Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

92238250

Number Street Suite #

Chicago 60604 City

City Zip Code County

5 States and countries in which it is admitted or qualified to transact business

6 Names and residential addresses of officers and directors

Name	No. & Street	City	State	Zip
President	See attached list			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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7 Purpose or purposes proposed to be pursued in transacting business in this state
 (If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any and all lawful act and activity for which corporations may be organized under Sections 1701.01 to 1701.98, inclusive, of the Ohio revised code and as permitted under the Illinois Business Corporation Act.

8 Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	-	.01	100	100

9 Paid-in Capital: \$ 100.
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 361,000,000.
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 26,000,000.
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,095,700,000.
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 69,415,000.

11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 1000 Third Avenue, New York, NY 10022
- (b) Number of shares of all classes owned by residents of Illinois: None
- (c) Number of shares of all classes owned by non residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? Yes
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: 2-04-92

12 This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms under penalties of perjury, that the facts stated herein are true

Dated Mar 23, 1992

Bloomington, Inc.
 (Exact Name of Corporation)

attested by [Signature]
 (Signature of Secretary or Assistant Secretary)

by [Signature]
 (Signature of President or Vice President)

Klaus M. Krummholz, Asst. Secretary
 (Type or Print Name and Title)

James J. Woodcock, Vice President
 (Type or Print Name and Title)

* PROPERTY as used in the application shall apply to all property of the corporation: real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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LIST OF OFFICERS AND DIRECTORS OF Bloomingdale's, Inc.

OFFICERS

NAME	TITLE	RESIDENCE ADDRESS
James M. Zimmerman	Chairman	9150 Meadowgrove Lane Cincinnati, Ohio 45243
Michael Gould	President	640 Park Avenue New York, New York 10021
Jeffrey Charvyn	Executive Vice President	1 Park Avenue Larchmont, New York 10538
Dennis J. Broderick	Vice President	3617 Twilight Year Drive Cincinnati, Ohio 45249
Boris Auerbach	Vice President and Secretary	322 Ardon Lane Cincinnati, Ohio 45215
Robert C. Seppelt	Vice President	13125 McLauley Road Cincinnati, Ohio 45241
Karen M. Hoguet	Secretary and Assistant Secretary	2608 Hamilton Road Cincinnati, Ohio 45208
Klaus M. Stenmator	Assistant Secretary	1085 Fox Run Road Cincinnati, Ohio 45229
Jack B. Cox	Assistant Secretary	1147 Walnut Road Hamilton, Ohio 45013
Gwyneth S. Stewart	Assistant Secretary	1135 Woodford Road Cincinnati, Ohio 45213

DIRECTORS

NAME	TITLE	RESIDENCE ADDRESS
Boris Auerbach		322 Ardon Lane Cincinnati, Ohio 45215
Dennis J. Broderick		3617 Twilight Year Drive Cincinnati, Ohio 45249
James M. Zimmerman		9150 Meadowgrove Lane Cincinnati, Ohio 45243

BUSINESS ADDRESS: 1000 North Main Street
Cincinnati, Ohio 45219

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RECORDING DESK
BOX 170

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