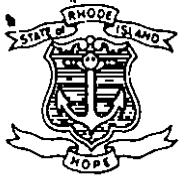


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 1171830



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Hat World, Inc.
2. It is incorporated under the laws of Minnesota
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
4. The date of its incorporation is 6/1/95 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 4201 W. Divison St. #66, St. Cloud, MN 56301
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT CORPORATION SYSTEM
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Retail hat sales

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>SEE ATTACHED LIST</u>	
Director		
President	<u>10 Weybosset St</u>	<u>Providence RI 02903</u>
Vice President		
Treasurer		
Secretary		

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By 00143
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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10	common	---	\$1.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10	common	---	\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 40,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 100,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 25 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 475,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 145,000,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 30.5 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 4-4-01

HAT WORLD, INC.

Print Exact Name of Corporation Making Application

By Scott Malander

☐ President or ☒ Vice President (check one)

By Ken Kocher AND

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF INDIANA
COUNTY OF MARION

In Hat World, on this 4th day of April, 2001, personally appeared before me Scott Malander + Ken Kocher who, being by me first duly sworn, declared that he/she is the V.P. + Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Christa C. Kabbich
Notary Public
My Commission Expires: APR 22 2001
CRYSTA C KABBICH
NOTARY PUBLIC STATE OF INDIANA
JOHNSON COUNTY
MY COMMISSION EXT APR 22 2001

CORPORATE OFFICERS

James Harris – President
4935 Windrider Court
Brownsburg, IN 46112
SS# 384-46-1615

Scott Molander – Sr. Vice President
8450 N. Park Avenue
Indianapolis, IN 46240
SS# 501-96-1615

Ken Kocher – CFO, Secretary
11820 Creekstone Way
Zionsville, IN 46077
SS# 502-78-4230

J. Glenn Campbell – Sr. Vice President
101 Valley Circle
Brownsburg, IN 46112
SS# 496-82-5484

BOARD OF DIRECTORS

J. Glenn Campbell
101 Valley Circle
Brownsburg, IN 46112

Scott Molander
8450 N. Park Avenue
Indianapolis, IN 46240

Steve Kirby
Bluestem Capital Company
122 S. Phillips Avenue, Suite 300
Sioux Falls, SD 57104

Paul Schock
Bluestem Capital Company
122 S. Phillips Avenue, Suite 300
Sioux Falls, SD 57104

James Harris
4935 Windrider Court
Brownsburg, IN 46112

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

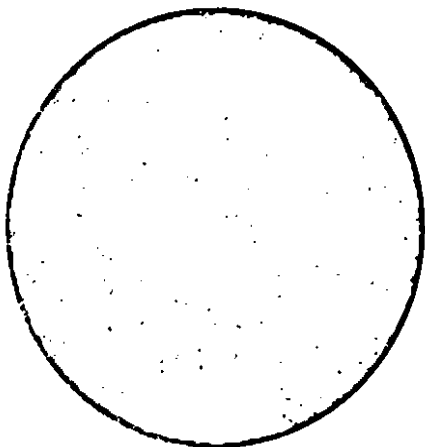
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Hat World, Inc.

Date Formed: 06/01/1995

Chapter Governed By: 302A

This certificate has been issued on 04/05/01.



Mary Kiffmeyer
Secretary of State.