

Filing and License Fee: \$310.00 minimum

ID Number: 165131



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 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 QS Retail, Inc.

2. It is incorporated under the laws of California

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 01/29/1997 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 15362 Graham Street, Huntington Beach, California, 92649

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 C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Charles Exon</u>	<u>15202 Graham Street, Huntington Beach, CA 92649</u>
Director	<u>William Bussiere</u>	<u>15202 Graham Street, Huntington Beach, CA 92649</u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated) **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
President	Charles Exon	15202 Graham Street, Huntington Beach, CA 92649
Vice President		
Treasurer		
Secretary	Charles Exon	15202 Graham Street, Huntington Beach, CA 92649

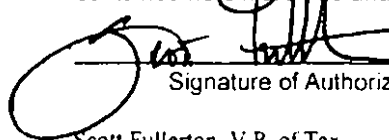
- 9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		0.0000

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 58694392.0000
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.0000
- (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 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage]
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 65327315.0000
- (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 \$ 0.0000
- (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 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage]
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 7/6/07


 Signature of Authorized Officer of the Corporation
 Scott Fullerton, V P of Tax
 Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Officers & Directors**

- 1 Full Name: William Bussiere
 Officer/Director: Officer, Director
 Officer's Title: Chief Financial Officer
 Business Address: 15202 Graham Street
 City: Huntington Beach
 State: CA
 ZIP Code: 92649
- 2 Full Name: Sean Pence
 Officer/Director: Officer
 Officer's Title: Vice President and Asst. Secretary
 Business Address: 15202 Graham Street
 City: Huntington Beach
 State: CA
 ZIP Code: 92649
- 3 Full Name: Brad Sell
 Officer/Director: Officer
 Officer's Title: Senior Vice President
 Business Address: 5600 Argosy Circle
 City: Huntington Beach
 State: CA
 ZIP Code: 92649
- 4 Full Name: Gregg Solomon
 Officer/Director: Officer
 Officer's Title: Senior Vice President
 Business Address: 5600 Argosy Circle
 City: Huntington Beach
 State: CA
 ZIP Code: 92649
- 5 Full Name: Scott Fullerton
 Officer/Director: Officer
 Officer's Title: V.P. of Tax
 Business Address: 15362 Graham Street
 City: Huntington Beach

State:

CA

ZIP Code:

92649

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the **29TH day of JANUARY, 1997**, **QS RETAIL, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
July 10, 2007.



Debra Bowen

DEBRA BOWEN
Secretary of State

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