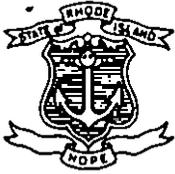


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 128139



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 MidAmerica Gift Certificate Company
2. It is incorporated under the laws of Colorado
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 06/04/2003 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 520 Logan Street, Denver, CO 80203

6. The address of its proposed registered office in Rhode Island is 107 Danielson Pike
(Street Address, not P.O. Box)

Scituate _____ RI 02857 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is LexisNexis Document Solutions Inc.
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Sale of Gift Certificates through authorized agents

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

	<u>Name</u>	<u>Address</u>
Director	<u>Richard L. Keever, Jr.</u>	<u>150 S. Stratford Rd., Ste. 300, Winston-Salem, NC 27104</u>
Director	<u>Kenneth L. Miller, Jr.</u>	<u>150 S. Stratford Rd., Ste. 300, Winston-Salem, NC 27104</u>
President	<u>Donald R. LaMar</u>	<u>500 West Broadway, Louisville, KY 40202</u>
Vice President	<u>Michael Nelligan</u>	<u>500 West Broadway, Louisville, KY 40202</u>
Treasurer	<u>Cindy Powell</u>	<u>150 S. Stratford Rd., Ste. 300, Winston-Salem, NC 27104</u>
Secretary	<u>Frances B. Jones</u>	<u>500 West Broadway, Louisville, KY 40202</u>

FILED
FEB 25 2004
By OPB alr/lu

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
1,000	Common		No Par Value

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
100	Common		No Par Value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 120,328,399.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(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].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 3,583,969.

(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 \$ 23,296.

(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 1.00% [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: August 1, 2003

MidAmerica Gift Certificate Company

Print Exact Name of Corporation Making Application

By X Donald LaMar
 President or Vice President (check one)

By X [Signature] ^{AND}
 Secretary or Assistant Secretary (check one)

STATE OF Kentucky
COUNTY OF Jefferson

In Jefferson Co., Kentucky, on this 1st day of August, 2003 personally appeared before me Donald LaMar & Frances B. Jones who, being by me first duly sworn, declared that ~~he/she~~ ^{they} ~~is the~~ President & Secretary of the corporation and that ~~he/she~~ ^{they} signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: May 29, 2006



**STATE OF COLORADO
DEPARTMENT OF STATE**

I hereby certify that this is a true and complete copy of the document filed in this office and admitted to record in File 2003/200073

DATED 2/2/04

Donetta Davidson
Secretary of State

By Sharon Schaubert