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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 AUG 21 AM 10:22

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended 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 RADIOSHACK CORPORATION

2. It is incorporated under the laws of DELAWARE

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 05/08/1968, authorizing it to transact business in Rhode Island under the name of: TANDY CORPORATION (amended to RADIOSHACK CORPORATION in Rhode Island 07/14/2000)

4. The corporate name of the corporation has been changed to RS LEGACY CORPORATION

(If no change, so indicate.)

5. 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:

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

FILED

AUG 21 2015

BY [Signature]

10:22

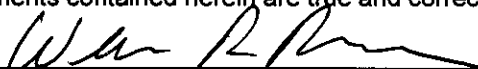
7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ **No Change**.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ **No Change**.
- (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 -- %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ **No Change**.
- (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 \$ **No Change**.
- (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 -- %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended 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 Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 08/14/2015



 Signature of Authorized Officer of the Corporation
WILLIAM R. RUSSUM, VICE PRESIDENT

 Type or Print Name of Authorized Officer

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RADIOSHACK CORPORATION", CHANGING ITS NAME FROM "RADIOSHACK CORPORATION" TO "RS LEGACY CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2015, AT 3:48 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0668905 8100

150954204



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2490172

DATE: 06-22-15

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:16 PM 06/22/2015
FILED 03:48 PM 06/22/2015
SRV 150954204 - 0668905 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
RadioShack Corporation

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

First Article of the Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following: First Article
The name of the corporation (hereinafter referred to as the "Corporation") is: RS Legacy Corporation.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 22 day of June, 2015.

By: [Signature]
Authorized Officer
Title: Vice President/General Counsel

Name: Robert Donohoo
Print or Type



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

