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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 4, 2004

SHERRY TIPTON  
5610 CRAWFORDSVILLE ROAD, SUITE 1002  
INDIANAPOLIS, IN 46224

SUBJECT: SAFEWAY CORPORATION OF INDIANA  
Ref. Number: W04000008910

We have received your document for SAFEWAY CORPORATION OF INDIANA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 204A00014622

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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Safeway Corporation of Indiana, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sherry M. Tipton  
(Name of Person)

Safeway Corporation of Indiana  
(Firm/Company)

5610 Crawfordsville Road, Suite 1002  
(Address)

Indianapolis, Indiana 46224  
(City/State and Zip code)

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For further information concerning this matter, please call:

Sherry M. Tipton at ( 317 ) 381-6200  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Safeway Corporation of Indiana
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Safeway of Indiana, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Indiana 3. 35-1672517
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. January 24, 1986 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Safeway Corporation of Indiana
(Principal office address)
5250 East U.S. Highway 36, Suite 710, Avon, IN 46123
(Current mailing address)

8. Indirect lender for recreational vehicle and marine products
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James M. Halpin
Assistant Secretary
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: James C. Phillips

Address: 602 Greenlee Drive

Indianapolis, Indiana 46234

Vice President: Mark A. Phillips

Address: 839 Fernwood Court

Indianapolis, Indiana 46234

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *James C. Phillips*

(Signature of Director or Officer listed in number 12 of the application)

14. James C. Phillips, President

(Typed or printed name and capacity of person signing application)

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STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greetings:

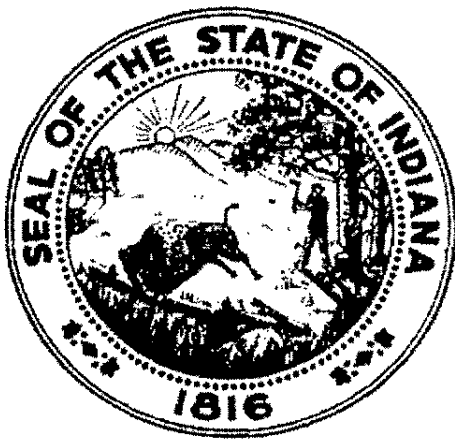
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

**SAFEWAY CORPORATION OF INDIANA**

duly filed the requisite documents to commence business activities under the laws of State of Indiana on January 24, 1986, and was in existence or authorized to transact business in the State of Indiana on February 20, 2004.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Twentieth Day of February, 2004 .

A handwritten signature in black ink, reading "Todd Rokita". The signature is written in a cursive style and is located below the witness text.

TODD ROKITA, Secretary of State

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