

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
FUNCO, INC.**

File Number C 135895

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: October 12, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Supriya Holloman*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is FUNCO, INC.
- The name which it shall use in Idaho is FUNCO, INC.
- It is incorporated under the laws of Minnesota
- Its date of incorporation is March 23, 1988
- The address of its principal office is c/o Funco, Inc., 2250 William D. Tate Ave., Grapevine, TX 76051
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 1401 Shoreline Drive, Suite 2
Boise, ID 83702 Corporation Service Company
, and its registered agent in Idaho at that address is _____
- The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|---------------------------------------|--------|---------|
| See attached officers/directors rider | | |
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Dated: September 22, 2000

FUNCO, INC.

By

David W. Carlson

Its

Assistant Secretary

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

IDAHO SECRETARY OF STATE

10/12/2000 09:00
CK: 1097020 CT: 74104 BH: 354091

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

Revised 7/87
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NOV 12 4:10:06
STATE OF IDAHO

FUNCO, INC.

OFFICERS:

| <u>Name & Title</u> | <u>Business Address</u> | <u>Residential Address</u> | <u>Social Security #</u> | <u>Phone #</u> |
|--|---|--|--------------------------|----------------|
| Richard Fontaine CEO | 2250 William D. Tate Ave., Grapevine, TX 76051 | 505 Vicksburg Way, Southlake, TX 76092 | 453-44-0579 | 817-424-2000 |
| Dan DeMatteo President | 2250 William D. Tate Ave., Grapevine TX 76051 | 1325 Bentley Court, Southlake, TX 76092 | 184-40-4149 | 817-424-2000 |
| David W. Carlson Assistant Secretary, Vice President & CFO | 2250 William D. Tate Ave., Grapevine, TX 76051 | 4040 Avondale Ave., Dallas, TX 75219 | 472-88-2065 | 817-424-2000 |

DIRECTORS:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| Leonard Riggio | 2250 William D. Tate Avenue, Grapevine, TX 76051 |
| Stephen Riggio | 2250 William D. Tate Avenue, Grapevine, TX 76051 |
| Matthew A. Berdon | 2250 William D. Tate Avenue, Grapevine, TX 76051 |
| Michael J. Del Giudice | 2250 William D. Tate Avenue, Grapevine, TX 76051 |
| William Dillard II | 2250 William D. Tate Avenue, Grapevine, TX 76051 |
| Irene R. Miller | 2250 William D. Tate Avenue, Grapevine, TX 76051 |
| Margaret T. Monaco | 2250 William D. Tate Avenue, Grapevine, TX 76051 |
| Michael N. Rosen | 2250 William D. Tate Avenue, Grapevine, TX 76051 |
| William Sheluck, Jr. | 2250 William D. Tate Avenue, Grapevine, TX 76051 |

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

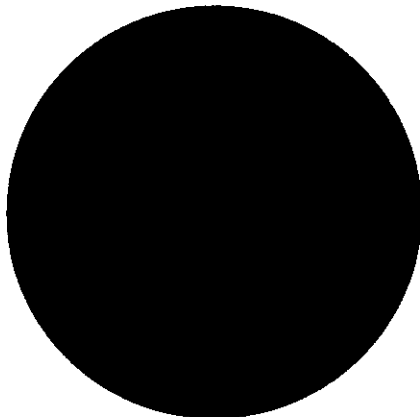
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the 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: Funco, Inc.

Date Formed: 03/23/1988

Chapter Governed By: 302A

This certificate has been issued on 10/03/00.



Mary Kiffmeyer
Secretary of State.