



**APPLICATION FOR CERTIFICATE
OF AUTHORITY FOR FOREIGN
LIMITED LIABILITY COMPANY**

09 FEB 26 PM 2:59

SECRETARY OF STATE
STATE OF IDAHO

(Instructions on back of application)

1. The name of the limited liability company is:

KM Kelley Group LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System 1111 West Jefferson, Suite 530, Boise, Idaho 83702

5. The street and mailing address of the limited liability company's principal office in Idaho is:

1111 West Jefferson, Suite 530, Boise, ID 83702

Street Address

Mailing Address, if different

6. The street and mailing addresses of the limited liability company's office in the jurisdiction under whose laws it is organized is:

Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Kmart Corporation 3333 Beverly Road, Hoffman Estates, IL 60179

8. Signature of an authorized person:

Deann M. Bogner
Authorized Signature

Kmart Corporation, Member

Typed Name

By: Deann M. Bogner, Assistant Secretary

Secretary of State - use only

g:\corp\marmal.lic\marmal_au4_jwsgp_llc
Revised 07/2008

IDAHO SECRETARY OF STATE
02/26/2009 05:00
CK: 94893 CT: 20168 IN: 1150633
1 @ 100.00 = 100.00 REGFORLLC # 2

W 81834

Delaware

PAGE 1

The First State

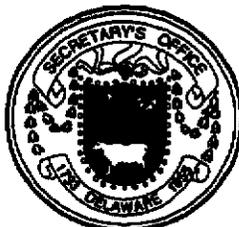
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KM KELLEY GROUP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2009.

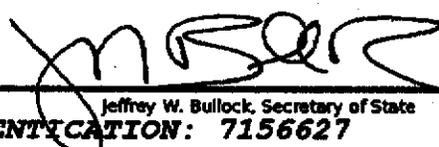
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4648086 8300

090201011

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7156627

DATE: 02-26-09