

F00000001967

TRANSMITTAL LETTER

March 29, 2000

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cotton Patch, 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:

David F. Sullivan 300003194323--3
-04/03/00--01147--004
*****70.00 *****70.00
(Name of Person)

Schmidt, Kirby & Sullivan, P.C.
(Firm/Company)

2838 S. Ingram Mill Road
(Address)

Springfield, MO 65804
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

David Sullivan/Angie Nelson at (417) 882-2828
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SL

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. Cotton Patch, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Missouri 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 1, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 9, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 442 N. Donnelly Street
Mt. Dora, Florida 32757
(Current mailing address)

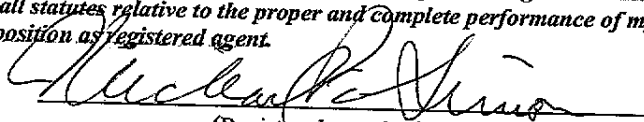
8. Operate a retail shop for craft items
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Michael P. Simon
Office Address: 442 N. Donnelly Street
Mt. Dora, Florida, 32757
(Zip code)

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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.


(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Patricia L. Simon

Address: 225 N. Tremain
Mt. Dora, Florida 32757

Vice Chairman: Michael P. Simon

Address: 225 N. Tremain
Mt. Dora, Florida 32757

Director: Michael P. Simon

Address: 225 N. Tremain
Mt. Dora, Florida 32757

Director: Patricia L. Simon

Address: 225 N. Tremain
Mt. Dora, Florida 32757

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Patricia L. Simon

Address: 225 N. Tremain
Mt. Dora, Florida 32757

Vice President: Michael P. Simon

Address: 225 N. Tremain
Mt. Dora, Florida 32757

Secretary: Michael P. Simon

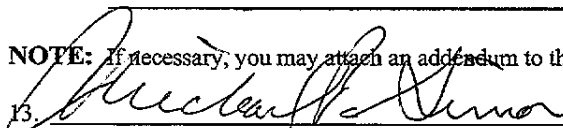
Address: 225 N. Tremain
Mt. Dora, Florida 32757

Treasurer: Michael P. Simon

Address: 225 N. Tremain
Mt. Dora, Florida 32757

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael P. Simon
(Typed or printed name and capacity of person signing application).

ADDITIONAL OFFICERS

ASST SECRETARY: Patricia L. Simon
STREET/RT: 225 N. Tremain
CITY/STATE/ZIP: Mt. Dora, Florida 32757

14.
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TALLAHASSEE, FLORIDA

No. 00407770

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

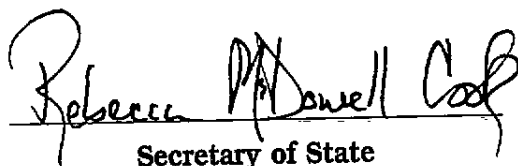
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

COTTON PATCH, INC.

was incorporated under the laws of this State on the 24th day of FEBRUARY, 1995, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 22nd day of MARCH, 2000.


Secretary of State

