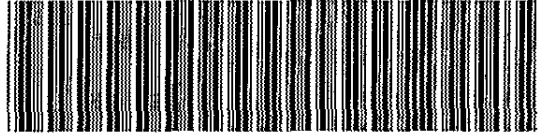


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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W02-33756

SL1

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

**PANZA, MAURER & MAYNARD, P. A.**

ATTORNEYS AND COUNSELORS AT LAW  
BANK OF AMERICA BUILDING  
THIRD FLOOR  
3600 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308-6225  
TELEPHONE (954) 390-0100  
FAX (954) 390-7991  
mail@PanzaMaurer.com

PLEASE REPLY TO  
FORT LAUDERDALE OFFICE

November 25, 2002

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03 FEB 21 PM 2:12  
GOVERNMENTAL RELATIONS  
KIMBERLY GUENTHER  
SANDRA S. HARRIS  
SECRETARY OF STATE  
MELISSA HARRA  
ACT. MEMBERS OF FLA. BAR  
TALLAHASSEE, FLORIDA

TALLAHASSEE OFFICE  
215 SOUTH MONROE STREET  
SUITE 320  
TALLAHASSEE, FLORIDA 32301  
(850) 681-0980  
FAX (850) 681-0983

WEST PALM BEACH OFFICE  
319 CLEMATIS STREET  
9TH FLOOR  
WEST PALM BEACH, FLORIDA 33401  
(561) 653-0250  
FAX (561) 653-0251

THOMAS F. PANZA  
SUSAN HOROVITZ MAURER  
ZOLLIE M. MAYNARD, JR.  
MARK ANTHONY EMANUELE  
MARK A. HENDRICKS  
LINDA C. FRAZIER

AARON BEHAR  
LYDIA B. CHAMBERLIN  
NICHOLAS H. DECAPUA  
MICHAEL S. FELDMAN  
DOMENICA L. FRASCA  
JENNIFER KUJAWA GRANER  
DEBORAH A. LEE  
STEPHANIE A. MORSE  
MELISSA NEGRON  
DEBORAH SUSAN PLATZ

**VIA FEDERAL EXPRESS**

Division of Corporation  
Registration Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Foreign Corporation Authorization to  
Transact Business in Florida  
Our File No: 02-14825

Dear Sir or Madam:

Along with this application, I hand you a money order made payable to the Florida Department of State, Division of Corporations in the amount of \$78.75, representing the filing fee and cost for a Certificate of Status with respect to Promo International Corp. Please be advised Promo International Corp. is an Illinois corporation that is seeking to register and obtain authorization to conduct business in the State of Florida.

Also, enclosed please find the completed "Transmittal Letter" form together with the "Authorization by Foreign Corporation for Authorization to transact business in Florida" form. I would ask that you please register Promo International Corp. as a foreign corporation authorized to conduct business in the State of Florida and return the Certificate of Status to me in the enclosed self-addressed, stamped-envelope which I have provided for that purpose.

Thanking you in advance for your time, assistance and cooperation.

Sincerely,

  
MARK A. EMANUELE

MAE/kdn  
Enclosures

F:\CLIENT\146\02-14825\LETTERS\Div of Corp



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

FILED  
03 FEB 21 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 2, 2002

MARK A. EMANUELE, ESQ.  
PANZA, MAURER & MAYNARD, P.A.  
3600 N. FEDERAL HIGHWAY 3RD FLOOR  
FT. LAUDERDALE, FL 33308

SUBJECT: PROMO INTERNATIONAL CORP.  
Ref. Number: W02000033756

We have received your document for PROMO INTERNATIONAL CORP. 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 name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 202A00063941

**PANZA, MAURER & MAYNARD, P. A.**

ATTORNEYS AND COUNSELORS AT LAW

BANK OF AMERICA BUILDING

THIRD FLOOR

3600 NORTH FEDERAL HIGHWAY

FORT LAUDERDALE, FLORIDA 33308-6225

TELEPHONE (954) 390-0100

FAX (954) 390-7991

mail@PanzaMaurer.com

PLEASE REPLY TO

FORT LAUDERDALE OFFICE

THOMAS F. PANZA  
SUSAN HOROVITZ MAURER  
ZOLLIE M. MAYNARD, JR.  
MARK A. EMANUELE  
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ONIER LLOPIZ  
ERIC L. McALILEY  
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ELISA D. NOCITO  
DEBORAH S. PLATZ  
CHRISTOPHER S. STRATTON  
MELISSA L. SONNE

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GOVERNMENTAL RELATIONS  
KIMBERLY BERRY  
SANDRA S. HARRIS  
MELISSA HARA  
SECRETARY OF STATE  
NOT MEMBERS OF FLA BAR  
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319 CLEMATIS STREET  
9TH FLOOR  
WEST PALM BEACH, FLORIDA 33401  
(561) 653-0250  
FAX (561) 653-0251

February 14, 2003

Division of Corporations  
Registration Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Foreign Corporation Authorization to  
Transact Business in Florida  
Our File No: 1146\02-14825

Dear Sir or Madam:

Enclosed please find a copy of your Rejected Filing as to Promo International Corp. dated December 2, 2002.

Please be advised that Promo International Corp. would seek to register to do business in Florida under the name of Chevalier Corporation. Enclosed please find a Board Resolution confirming same.

Please advise if any other information is needed in order to complete the registration of Chevalier Corporation as a foreign corporation authorized to do business in Florida or, in the alternative, please forward the Certificate of Registration.

Sincerely,

  
MARK A. EMANUELE

MAE/ts  
Enclosures

FILED  
03 FEB 21 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESOLUTION OF BOARD OF DIRECTORS**

I, the undersigned, Peter Chevalier, do hereby certify that this Resolution of the Board of Directors of PROMO INTERNATIONAL CORP., a corporation duly organized and existing under the laws of the State of Illinois, was duly adopted on April 8, 1996. Be it resolved, that PROMO INTERNATIONAL CORP., organized and existing in the State of Illinois, hereby adopts the name **CHEVALIER CORPORATION** for use in the state of Florida.

Dated: 2.04.03

Peter A. Chevalier  
Signature of either Chairman, Vice Chairman or any officer

Peter A. Chevalier  
Type or print name

TRANSMITTAL LETTER

FILED

03 FEB 21 PM 2: 13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Registration Section  
Division of Corporations

SUBJECT: PROMO International Corp.  
(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:

Mark A. Emanuele, Esq.  
(Name of Person)

PANZA, MAURER & Maynard, P.A.  
(Firm/Company)

3600 N. Federal Highway, 3<sup>RD</sup> Floor  
(Address)

Ft. Lauderdale, Florida 33308  
(City/State and Zip code)

For further information concerning this matter, please call:

Mark Emanuele, Esq. at (954) 390-0100  
(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 FILED

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

03 FEB 21 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. PROMO International Corp  
(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. State of Illinois 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 8, 1996 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. 145 Jefferson Avenue, Unit # 411, Miami, FL 33139  
(Principal office address)

145 Jefferson Avenue, Unit # 411, Miami, FL 33139  
(Current mailing address)

8. Any Business Authorized by Law  
(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: Mark A. Emanuele, Esq.

Office Address: 3600 N. Federal Hwy, 3rd Floor  
FL. Landersdale, Florida, Florida 33308  
(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.

Mark A. Emanuele  
(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:

A. DIRECTORS

FILED

Chairman: Peter A. Chevalier 03 FEB 21 PM 2:13

Address: 145 Jefferson Avenue #411 SECRETARY OF STATE  
Miami, Florida 33139 TALLAHASSEE, FLORIDA

Vice Chairman: N/A

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

Director: Peter A. Chevalier

Address: 145 Jefferson Avenue #411  
Miami, Florida 33139

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

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

B. OFFICERS

President: Peter A. Chevalier

Address: 145 Jefferson Avenue #411  
Miami, Florida 33139

Vice President: Peter A. Chevalier

Address: 145 Jefferson Avenue #411  
Miami, FL 33139

Secretary: Peter A. Chevalier

Address: 145 Jefferson Avenue #411, Miami, FL 33139

Treasurer: Peter A. Chevalier

Address: 145 Jefferson Avenue #411, Miami, FL 33139

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

13. Peter A. Chevalier

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

14. Peter A. Chevalier, President and Director

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



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03 FEB 21 PM 2:13  
CLERK OF STATE  
TALLAHASSEE, FLORIDA



**To all to whom these Presents Shall Come, Greeting:**

*I, Jesse White, Secretary of State of the State of Illinois, do*

*hereby certify that* PROMO INTERNATIONAL CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 8, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\*\*\*

**In Testimony Whereof, I, hereto set**  
*my hand and cause to be affixed the Great Seal of*  
*the State of Illinois, this* \_\_\_\_\_ 27TH  
*day of* \_\_\_\_\_ AUGUST \_\_\_\_\_ 2002  
*A.D.* \_\_\_\_\_



*Jesse White*

- SECRETARY OF STATE