

F95000001309

STARR DONINGER & SMITH

ATTORNEYS AT LAW

SUITE 700

50 SOUTH MERIDIAN STREET

INDIANAPOLIS, INDIANA 46201-1510

317 636 2400

JOHN C. STARR
BRUCE E. SMITH
JOHN W. VAN RUSSELL
RICHARD W. DYAR
PATRICIA BEASON BAILEY
BRIAN J. TUOHY
MARK A. BAILEY
LEWIS F. WILKINS, JR.
NEIL E. LUCAS
RICHARD B. RAUFMAN
PATRICK J. DISTICK

COUNSEL
WILLIAM R. BYRUM
CLARENCE H. DONINGER
GREGORY S. FEHRBACH
JOHN F. HOEHNER
ROBERT D. MAAS
GILBERT E. BRIDEN

TELEPHONE
317 636 2400
FAX
317 636 2400
8TH FLOOR
317 636 2400

March 14, 1995

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000001433277
03/17/95-000001-011
*****70.00 *****70.00

Re: Miles and Smiles, Inc.

Dear Madam or Sir:

Enclosed are the following:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida (together with a copy which we request your office to file-stamp and return to the undersigned as indicated below);
2. Certificate of Existence issued by the Secretary of State of Indiana dated March 6, 1995; and
3. \$70.00 check payable to Department of State.

Please contact the undersigned at the telephone number above if there are any questions. Please send your acknowledgement and file-marked copy of the enclosed application to the undersigned in the enclosed, self-addressed, postage prepaid envelope.

Sincerely,

Richard W. Dyar

Richard W. Dyar

RWD:sb

Enclosures

cc: Mr. Jerry D. Garrett

3/26
95 MAR 20 AM 5:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. MILES AND SMILES, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Indiana
(State or country under the law of which it is incorporated)
3. March 6, 1995 4. Perpetual
(Date of Incorporation) (Duration)
5. Applied for
(Federal Employer Identification number, if applicable)
6. No business transacted in Florida to date
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 5202 Ashbrook Drive, Noblesville, IN 46060
(Current mailing address)
8. Sales of trading cards
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Jerry D. Garrett

Address: 5202 Ashbrook Drive
Noblesville, IN 46060

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SECRET
NO FORN DISSEM
EXCLUDED FROM AUTOMATIC
DOWNGRADING AND
DECLASSIFICATION
PROCESS
CS/PF-20 IN 8-15

D. Officers:

President: Jerry D. Garrett

Address: 5202 Ashbrook Drive
Noblesville, IN 46060

Vice President: _____

Address: _____

Secretary: Jerry D. Garrett

Address: 5202 Ashbrook Drive
Noblesville, IN 46060

Treasurer: Jerry D. Garrett

Address: 5202 Ashbrook Drive
Noblesville, IN 46060

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

Zip Code

11. 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: _____

Adrienne M. Jacklin, Asst. Secretary

12. 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.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jerry D. Garrett, President

(Name and capacity of person signing application)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, 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 the proper official to execute this certificate.

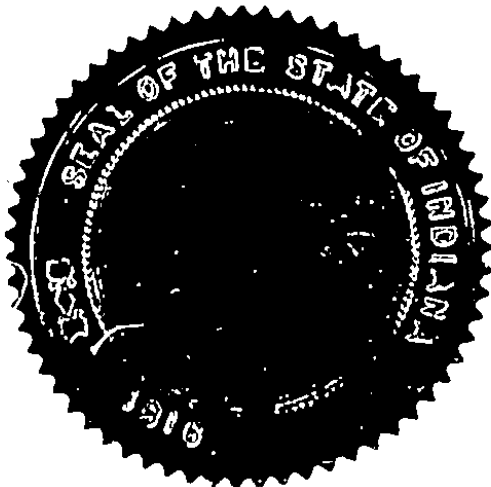
I further certify that records of this office disclose that

MILES AND SMILES, INC.

filed Articles of Incorporation on March 06, 1995, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixth day of March, 1995



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

By *[Signature]*
Deputy

F 95000001309

Jerry D. Garrett
Requestor's Name

5202 Ashbrook Drive
Address

Noblesville, In. 46060
City/State/Zip Phone #

Office Use Only

FILED
95 APR 29 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

100001801421
-04/30/96--01085--010
*****35.00 *****35.00

Withdraw

VS MAY 8 1996

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA.

MILES AND SMILES, INC.

(Name of Corporation)

INDIANA

(Incorporated Under Laws Of)

FILED
96 APR 29 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

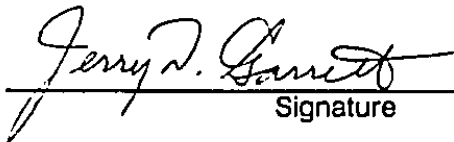
5202 Ashbrook Drive

(Mailing Address)

Noblesville, IN 46060

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

April 26, 1996

Date

Jerry D. Garrett

Typed or printed name

President

Title