

F95000002751

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: CAROUSEL INTERNATIONAL CORPORATION
(Name of corporation)

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:

MELANIE CHRISTIE
(Name of Person)
CAROUSEL INTERNATIONAL CORPORATION
(Firm/Company)
P.O. BOX 307
(Address)
ELDON, MISSOURI 65026
(City, State and Zip Code)

100001417151
-02/28/95--01072--001
*****70.00 *****70.00
300001509043
-06/08/95--01111--020
***6001.25 ***6001.25

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

MELANIE CHRISTIE at (314) 392 - 7122
(Name of Person) Area Code & Daytime Telephone Number

95-4520
95 JUN -7 PM 3:12
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12/6/7

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1995

MELANIE CHRISTIE
CAROUSEL INTERNATIONAL CORPORATION
PO BOX 307
ELDON, MO 65026

SUBJECT: CAROUSEL INTERNATIONAL CORPORATION
Ref. Number: W9500004520

We have received your document for CAROUSEL INTERNATIONAL CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$6001.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 295A00009093



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1995

**MELANIE CHRISTIE
CAROUSEL INTERNATIONAL CORPORATION
PO BOX 307
ELDON, MO 65026**

**SUBJECT: CAROUSEL INTERNATIONAL CORPORATION
Ref. Number: W95000004520**

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for CAROUSEL INTERNATIONAL CORPORATION.

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1985. You were notified by letter dated March 1, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$6001.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Hart Collins
Senior Corporate Section Administrator Letter No. 395A00024463

Enclosure

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH:
SUBMITTED TO REGISTRY,
STATE OF FLORIDA:**

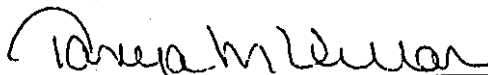
**3, FLORIDA STATUTES, THE FOLLOWING IS
CORPORATION TO TRANSACTION BUSINESS IN THE**

1. CAROUSEL INTERNATIONAL CORPORATION
(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. 43-0974678
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/02/58 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1985
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.)
7. P.O. BOX 307
ELDON, MISSOURI 65026
(Current mailing address)
8. TRANSACTION BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: CT CORPORATION SYSTEM
Office Address: 1200 S. PINE ISLAND ROAD
PLANTATION, Florida, 33324
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -7 P 3:12

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) TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

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.

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

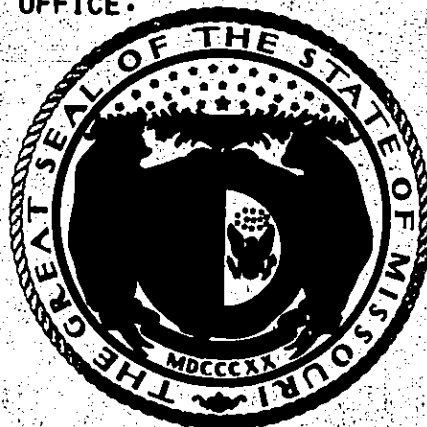
95 JUN -7 PH 3:12
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

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
CAROUSEL INTERNATIONAL CORPORATION

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 2ND DAY OF MAY, 1958, 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 26TH DAY OF JANUARY, 1995.

Rebecca McDowell Cook
Secretary of State



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. SBP Northeast, 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 indicated in the name as printed.)
2. Delaware 3. Applied For
(State or country under which it is incorporated) (FBI number, if applicable)
4. 11/18/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 8, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502 and 817.155, F.S.)
7. 142 Temple Street
New Haven, CT 06510
(Current mailing address)
8. For all general permissible corporate purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 7 PM 3:21

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.

Junnie Bryan
(Registered agent's signature) JUNNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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:

A. DIRECTORS

Chairman: Raynald G. Bonmati
Address: 142 Temple Street
New Haven, CT 06510

Vice Chairman: N/A
Address: _____

Director: John W. Buckman
Address: 142 Temple Street
New Haven, CT 06510

Director: Raymond A. Macaluso
Address: 142 Temple Street
New Haven, CT 06510

B. OFFICERS

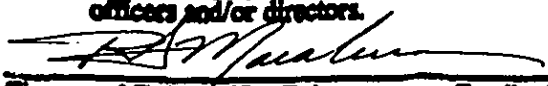
President: Robert Wasp
Address: 142 Temple Street
New Haven, CT 06510

Vice President: Raymond A. Macaluso
Address: 142 Temple Street
New Haven, CT 06510

Secretary: Raymond A. Macaluso
Address: 142 Temple Street
New Haven, CT 06510

Treasurer: John W. Buckman
Address: 142 Temple Street
New Haven, CT 06510

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

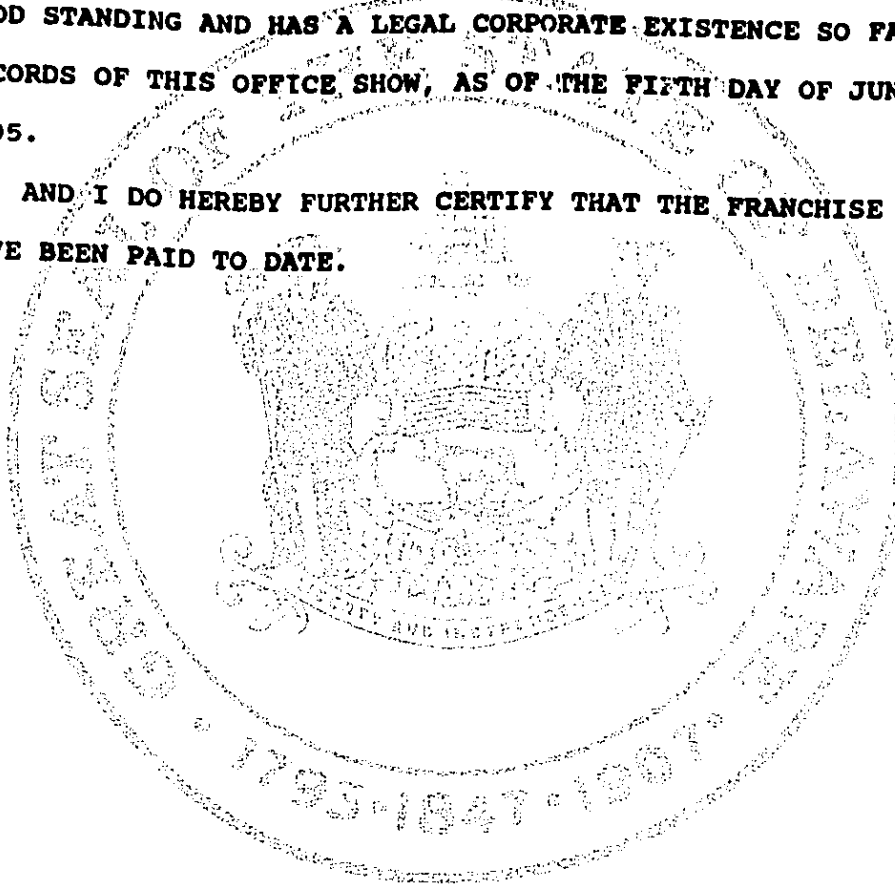
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Raymond A. Macaluso, Vice President/Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SBP NORTHEAST, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -7 PM 3:21



Edward J. Freel

Edward J. Freel, Secretary of State

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950123981

AUTHENTICATION:

7527788

DATE:

06-05-95