

ANDREW F. GELSON

Attorney at Law\*

136  
Adwic MA 02133

\*Also admitted in California

Telephone (508) 833-1101  
Facsimile (508) 833-2199

F96000001401

February 25, 1998

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

200001748882  
-03/13/96--01057--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Soft-As-A-Grape, Inc.-Application by foreign corporation for authorization to transact business in Florida , Certificate of status

Dear Sir/Madam:

Please find enclosed the following application, along with an original certificate of existence and a check in the amount of \$78.75 to pay for the registration fee and a certificate of status which is needed. If you have any questions, please call me.

Very Truly Yours,

*Andrew F. Gelson*  
Andrew F. Gelson

103-17

AFG\mg  
Enclosure  
cc: Mr. Allen R. Katzen  
c:fladep(lett)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 19 PM 1:36

**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. Soft-As-A-Grape, 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. Massachusetts  
(State or country under the law of which it is incorporated)
3. 04-2597670  
(FBI number, if applicable)
4. July 7, 1976  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 220 Main Street  
Falmouth, MA 02540  
(Current mailing address)
8. Manufacture/sale of clothing and accessories  
(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: (P.O. Box or Mail Drop Box ~~NOT~~ acceptable)**  
  
Name: Ruth P. Westlake  
  
Office Address: 4325 S. Barlet  
Plant City, Florida, 33567  
(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.*

  
(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 19 PM 1:30

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: Allen R. Katzen

Address: 220 Main St., Falmouth, MA 02540

Vice Chairman: \_\_\_\_\_

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

Director: Jason Altomere

Address: 144 Bog Pond Rd., Brewster, MA 02631

Director: Ruth Ann Katzen

Address: 220 Main Street, Falmouth, MA 02540

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

President: Allen R. Katzen

Address: 220 Main St., Falmouth, MA 02540

Vice President: Jason Altomere

Address: 144 Bog Pond Rd., Brewster, MA 02631


Secretary: Ruth Ann Katzen

Address: 220 Main St., Falmouth, MA 02540

Treasurer: Allen R. Katzen

Address: 220 Main St., Falmouth, MA 02540

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. Allen R. Katzen  
(Typed or printed name and capacity of person signing application)



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02188*

March 12, 1996

TO WHOM IT MAY CONCERN:

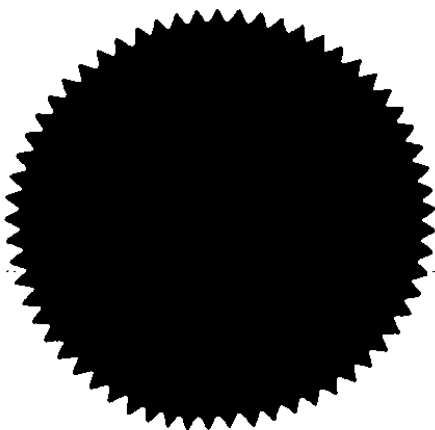
I hereby certify that according to the records of this office

**Soft-As-A-Grape, Inc.**

is a domestic corporation organized on **July 7, 1976**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 19 PM 1:36



In testimony of which,  
I have hereunto affixed the  
**Great Seal of the Commonwealth**  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

JBM

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.