

F96000004325

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Toys By Tom, 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:

300001923803  
-08/22/96--01067--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CHERYL A. LATZKE  
(Name of Person)

TOYS BY TOM, INC.  
(Firm/Company)

315 PONDVIEW LANE  
(Address)

CHASKA, MN 55318  
(City/State/Zip)

96 AUG 22 PM 4:07  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten initials*

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

Cheryl A. Latzke at (612) 568-9632  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 F. Gaines St  
Tallahassee, FL 32399

MAILING ADDRESS:

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

**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. Toys By Tom, 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. STATE OF MINNESOTA 3. 41-1742385  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/02/93 5. PERPETUAL  
(Date of Incorporation) (Duration: Year corp. will cease to exist or  
"perpetual")

6. DATE WILL BE SEPTEMBER 30<sup>th</sup> 1996  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155.

7. 315 PONDVIEW LANE  
CHASKA, MN 55318  
(Current mailing address)

FILED  
96 AUG 22 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8. TO MARKET TOYS AND ACCESSORIES FOR THE PET INDUSTRY NATIONWIDE  
(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: CHERYL A. LATZKE

Office Address: 1873 N.W. 93 WAY

PLANTATION, Florida, 33322  
(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.

Cheryl A. Latzke  
(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: CHERYL A. LATZKE

Address: 315 PONDVIEW LANE  
CHASKA MN 55318

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

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

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

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

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

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

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

President: CHERYL A. LATZKE

\* Address: 315 PONDVIEW LANE  
CHASKA, MN 55318

Vice President: \_\_\_\_\_

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

Secretary: CHERYL A. LATZKE

\* Address: 315 PONDVIEW LANE  
CHASKA, MN 55318

Treasurer: CHERYL A. LATZKE

\* Address: 315 PONDVIEW LANE  
CHASKA, MN 55318

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

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

14. CHERYL A. LATZKE, PRESIDENT  
(Typed or printed name and capacity of person signing application)

State of Minnesota

**SECRETARY OF STATE**

FILED

96 AUG 22 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Good Standing

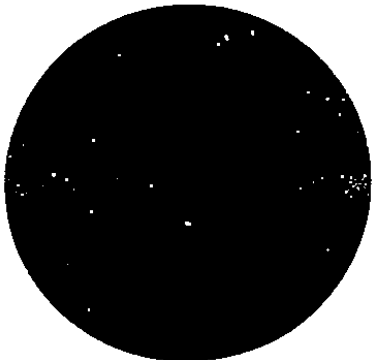
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: 'TOYS BY TOM' INC.

Date Formed: 02/02/1993

Chapter Governed By: 302A

This certificate has been issued on 07/19/96.



*Joan Anderson Growe*  
Secretary of State.