

F97000006893
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Sally Foster, Inc.
(Name of corporation - must include suffix)

200002346192--2
-11/13/97--01049--001
*****70.00 *****70.00

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.

W97-25689

Please return all correspondence concerning this matter to the following:

Mary Anne Napier
(Name of Person)
CUC International Inc.
(Firm/Company)
707 Summer St.
(Address)
Stamford, CT
(City/State/Zip)

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

Mary Anne Napier at (203) 270-8646
(Name of Person) (Area Code & Daytime Telephone Number)

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mtm
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COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1997

MARY A. NAPIER
CUC INTERNATIONAL INC.
707 SUMMER ST.
SAMFORD, CT 06901

SUBJECT: SALLY FOSTER, INC.
Ref. Number: W97000025689

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

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SALLY FOSTER, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates February 1, 1995, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2365.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call

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(850) 487-6097.

Michael Mays
Document Specialist

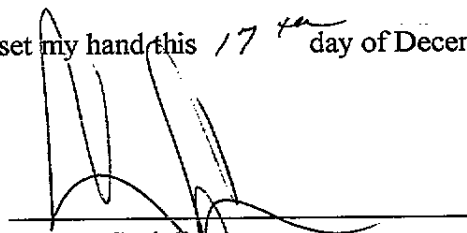
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**CERTIFICATE OF OFFICER
OF
SALLY FOSTER, INC.**

I, Cosmo Corigliano, the duly elected Vice President of Sally Foster, Inc., a Michigan corporation (the "Corporation"), do hereby certify to the Florida Department of State that the Corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S. because the Corporation was obtaining orders that became contracts only after their acceptance outside of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of December, 1997.

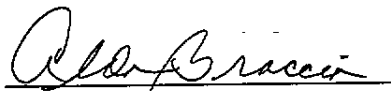


Cosmo Corigliano
Vice President
Sally Foster, Inc.

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Subscribed and sworn to
before me this 17th day of
December, 1997.



Notary Public

ALDA BRACCIA
NOTARY PUBLIC
MY COMMISSION EXPIRES 12/31/00

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. Sally Foster, 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. Michigan 3. 38-3084766
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/11/92 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 707 Summer Street
Stamford, CT 06901
(Current mailing address)

8. Any lawful act or activity, including gift wrapping paper sales,
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
** for which corporations may be organized under Florida Statutes.*
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(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.

Linda Weinberger
(Registered agent's signature)
Linda Weinberger, Asst. Secy.

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.

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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: _____

Address: _____

Vice Chairman: Director: Walter A. Forbes

Address: 707 Summer St.

Stamford, CT 06904

Director: E. Kirk Shelton

Address: 707 Summer St.

Stamford CT 06904

Director: Robert M. Sarkie

Address: 707 Summer St.

Stamford, CT 06904

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

President: Robert M. Sarkie

Address: (see above)

Vice President: Christopher K. McLeod

Address: 707 Summer St.

Stamford, CT 06904

Secretary: Marsha Katz Eisenberg

Address: 2125 Butterfield Rd.

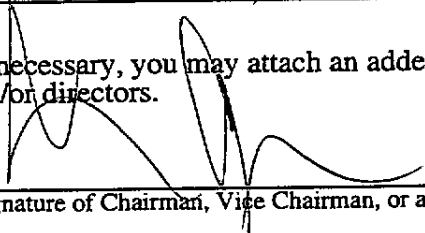
Troy, MI 48084

Vice President/Treasurer: Cosmo Corigliano

Address: 707 Summer St.

Stamford, CT 06904

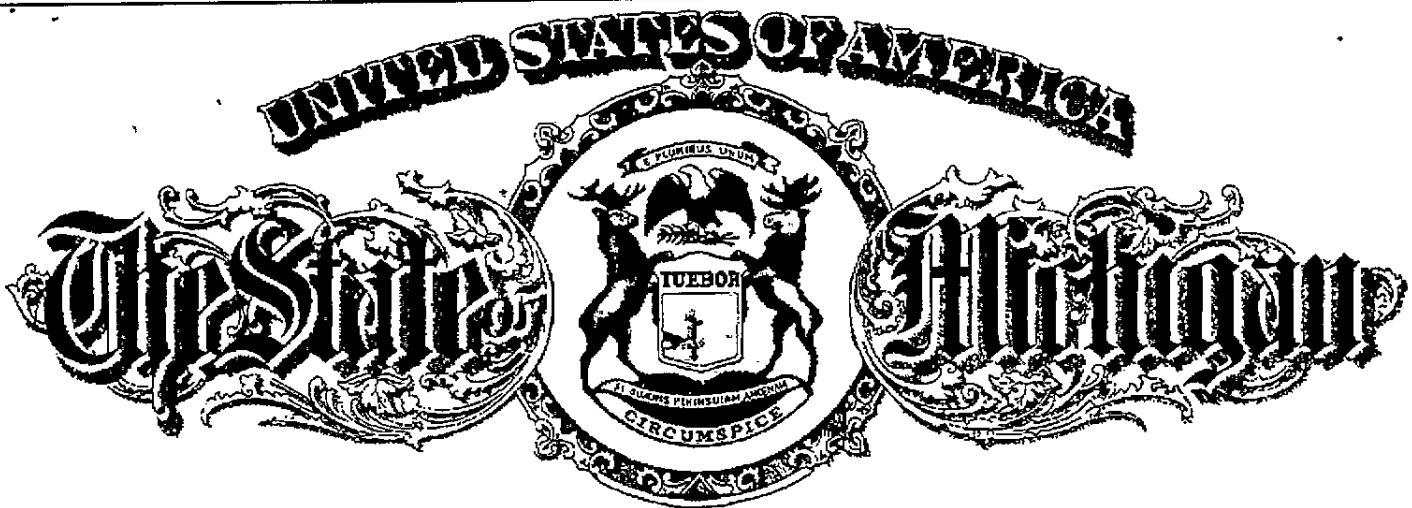
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Cosmo Corigliano, Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

SALLY FOSTER, INC.

was validly incorporated on December 11, 1992, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 30th day of October, 1997.

Julie Croll

, Director

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Corporation, Securities and Land Development Bureau