

ACCOUNT NO. :

072100000032

REFERENCE :

193954

4359680

AUTHORIZATION

COST LIMIT :

\$ 70.00

ORDER DATE: April 5, 1999

ORDER TIME :

4:24 PM

ORDER NO. : 193954-005

CUSTOMER NO: 4359680

000002837320--7

CUSTOMER: John Moscati, Esq

Zdarsky, Sawicki & Agostinelli

404 Cathedral Place 298 Main Street

Buffalo, NY 14202

FOREIGN FILINGS

NAME: CM MANAGEMENT, INC.

W99-8672

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson



## FLORIDA DEPARTMENT OF STATE DIVISION

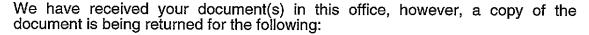
Katherine Harris Secretary of State

April 13, 1999

CSC

SUBJECT: CM MANAGEMENT, INC.

Ref. Number: W99000008672



The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or vour filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt Document Specialist

Letter Number: 599A00018444



Please give original submission date as file date.

#### Certified Copy of Board of Director's Resolutions

Marc D. Schiller, Secretary of CM Management, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 12<sup>th</sup> day of April, 1999:

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name CM Management Group, Inc. for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

99 APR 12 PM 1:00

FL BC DF:FICTITIOUS NAME RESOLUTION 07/93

# ..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. CM MANAGEMENT, INC.			-		
(Name of corporation: must include the words or abbreviations of like import in natural person or partnership if not so compared to the contract of the contra	word "INCORPORAT language as will clear contained in the name	ED", "COMPANY", "(ly indicate that it is a coat present.)	CORPORATION orporation instead	or of a	
2 Delaware	- -		·	•	
(State or country under the law of which	it is incorporated)	16-1560888 (FEI no	umber, if applicab	1-1	*
4. December 21, 1998		Perpetual		nie)	
(Date of Incorporation)		(Duration: Year corp. "perpetual")	will cease to Ess		
upon filing				के ग	
(Date first transacted business in Flor 11819 Metro Parkway	rida. (SEE SECTIONS 60	7.1501, 607.1502, AND	817.155, F.S.).	<u>N</u>	
·				RU	
Fort Myers, FL 33912		ing sa		: 00	-
To act as a corporate holding sales of beds, bedding and ma	(Current mailing addr company, and t	ess) o conduct retail	and The		
				ale eto.	
(Purpose(s) of corporation authorized in Name and street address of Florid acceptable)	home state or country a registered agent	to be carried out in the  (P.O. Box or Mai	state of Florida)	)/T	
Name: Jerome D. Sc			Totop box MC	<u>"</u>	
Office Address:11819	Metro Parkway		=		
Fort	Myers		- <u>-</u>		
Registered agent's acceptance:		Florida, _	33912 (Zip Code)	_	
ving been named as registered ager poration at the place designated i					

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 and accept the obligations of my position as registered agent.

\[
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\]

(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 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) Jerome D. Schiller Chairman: 11819 Metro Parkway Fort Myers, FL 33912 Vice Chairman: \_\_\_\_\_ Address: \_ Director: Jerome D. Schiller Address: \_\_\_\_11819 Metro Parkway Fort Myers, FL 33912 Director: Address: B. OFFICERS (Street address only- P. O. Box NOT acceptable) President: \_\_ Stephen J. Schiller Address: 11819 Metro Parkway Fort Myers, FL 33912 Vice President: Marc D. Schiller 11819 Metro Parkway Address: \_\_\_\_ Fort Myers, FL 33912 Secretary: <u>Marc D. Schiller</u> 11819 Metro Parkway Address: Fort Myers, FL 33912 Treasurer: \_\_\_Stephen J. Schiller Address: 11819 Metro Parkway Fort Myers, FL 33912 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. Jerome D. Schiller, Chairman of the Board

(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 "CM MANAGEMENT, 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 SIXTH DAY OF APRIL, A.D.

1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE

BEEN FILED TO DATE

BEEN FILED TO DATE

AND I DO HEREAY FURTHER CERTIFY THAT THE FRANCHISE TAXES

HAVE BEEN PAID TO DATE.

SECRETARY OF STATE

AND INDEPEND.



Edward J. Freel, Secretary of State

AUTHENTICATION:

<del>=</del>9671420

DATE:

Edwal La

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