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non-Profit

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SCOTT E. JOHNSON

June 5, 2000

00888 - 00524 - 00671

~~00789 - 00505 - 00647 - 00671~~

Via Federal Express Only

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, Florida 32399

W-14598

300003278723--3
-06/06/00--01092--007
*****78.75 *****78.75

Re: National Flea Market Association, Inc.
Foreign - 2000

MJH

Dear Sir or Madam:

Please find enclosed in duplicate the Application by Foreign Corporation for Authorization to Transaction Business in Florida for the above-referenced North Carolina corporation, together with a check in the amount of \$78.75 to cover the costs of filing and a certified copy of the Application.

If the above is in order, please file the Application and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,

Linda Klechka

Linda Klechka, Legal Assistant to
Lawrence H. Haber

:lek

Enclosures

cc: Mr. Frank A. Buonauro, Jr., President

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 PM 2:41

PO BOX 472 ORLANDO, FL 32802-0472
111 N. ORANGE AVE. SUITE 1200 ORLANDO, FL 32801
PH. 407-841-4141 FX. 407-841-4148
MORAN-SHAMS@MORAN-SHAM.COM



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 8, 2000

LINDA KLECHKA
MORAN & SHAMS, P.A.
P.O. BOX 472
ORLANDO, FL 32802-0472

SUBJECT: NATIONAL FLEA MARKET ASSOCIATION, INC.
Ref. Number: W00000014598

We have received your document for NATIONAL FLEA MARKET ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 600A00032659

APPLICATION BY FOREIGN NON PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS
AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NATIONAL FLEA MARKET ASSOCIATION, 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. North Carolina
(State or country under the law of which it is incorporated)

3. 56-2082306
(FEI number, if applicable)

4. September 21, 1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. May 1, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2801 E. Irlo Bronson Highway

Kissimmee, Florida 34747

(Current mailing address)

8. serve the public interest and to benefit the flea market industry; to disseminate information helpful to the flea market industry, etc.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

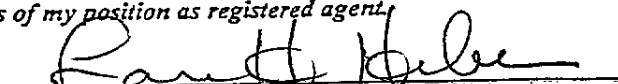
Name: Lawrence H. Haber, Esquire

Office Address: 111 N. Orange Avenue, Suite 1200

Orlando, Florida, 32801
(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.


Lawrence H. (Registered agent's signature) Haber

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
00 JUN 16 PM 2:42

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: Bill Gresser

Address: Yuma Park 'n Swap, 6991 E. Camelback Road, Scottsdale, Arizona 85251

Vice Chairman: Ron Simmons (Senior Vice President)

Address: Traders Village, LTD, 2602 Mayfield Road, Grand Prairie, Texas 75052

Director: Rod Rose (First Vice President)

Address: Saturday's Market, 3751 E. Harrisburg Pike, Middletown, Pennsylvania 17057

Director: Barbara Nelson (Executive Vice President)

Address: 7 Mile Fair, Inc., 2720 W. 7 Mile Road, Caledonia, Wisconsin 53108

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

President: Frank Buonauro

Address: Osceola Flea Market, 2801 E. Irlo Bronson Hwy, Kissimmee, Florida 34744

Vice President: See above.

Address: _____

Secretary: Dan Francati

Address: American Park 'n Swap, 438 Main Street, Buffalo, New York 14022

Treasurer: Melton "Cowboy" Terrell

Address: Mountain Top Flea Market, 11301 US Hwy 278, West, Attalla, Alabama 35954

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

13. Frank A. Buonauro Jr. - President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FRANK A. BUONAURO JR.
(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

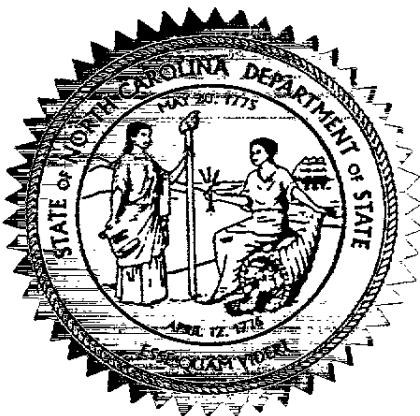
CERTIFICATE OF EXISTENCE (NONPROFIT)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

NATIONAL FLEA MARKET ASSOCIATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 21st day of September, 1998, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Nonprofit Corporation Act; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 17th day of May, 2000.

Elaine F. Marshall