

F00000004118

FLORIDA SECRETARY OF STATE SERVICES, INC.
P.O. BOX 1662 TALLAHASSEE, FL 32302
PH: (850) 668-4318 FX: (850) 668-3398

DATE: JUNE 13, 2000

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

TYPE OF FILING:

000003286990--1
-06/13/00--01041--009
*****78.75 *****78.75

APPLICATION BY FOREIGN CORP.

NAME:

SELECT BRANDS, INC.

SPECIAL INSTRUCTIONS:

PLEASE RETURN 1 CERTIFIED COPY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 PM 4:33

RECEIVED
00 JUN 13 PM 12:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

h/2/24



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2000

FLORIDA FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: SELECT BRANDS, INC.
Ref. Number: W00000015021

RECEIVED
00 JUL 21 PM 1:44
DIVISION OF CORPORATIONS
FILED STATE
00 JUL 21 PM 4:33
SECRETARY OF CORPORATIONS

We have received your document for SELECT BRANDS, 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):

Please note that we have RETAINED your \$78.75 payment.

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 your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 700A00033844

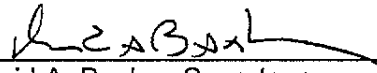
OK to Resubmit

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned David A. Baxley, do hereby certify that this Resolution of the Board of the Directors of Select Brands, Inc. a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on July 15, 2000.

Be it resolved, that Select Brands, Inc., organized and existing in the State of Delaware, hereby adopts the name ~~CHI Select Brands~~ ^{CHI SELECT BRANDS, INC.} for use in Florida.

Dated: 7-15-00


David A. Baxley, Secretary

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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:

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1. Select Brands, 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. Delaware
(State or country under the law of which it is incorporated)
3. 36-4302310
(FEI number, if applicable)
4. June 8, 1999
(Date of Incorporation)
5. Perpetual
(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. 6400 International Pkwy., Suite 1000, Plano, Texas 75093

(Current mailing address)

8. Any lawful act or activity for which corporations may be organized.
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(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.

Delanie Lundgren
(Registered agent's signature)
Delanie Lundgren, Asst. Sec.

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: Oscar R. Smith Jr.

Address: 6400 International Pkwy., Suite 1000, Plano, Texas
75093

Vice Chairman: _____

Address: _____

Director: Don Martin

Address: 6400 Internt'l Pkwy, Suite 1000, Plano, TX 75093

Director: David A. Baxley

Address: 6400 Internt'l Pkwy., Suite 1000, Plano, TX 75093

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

President: James L. Norred III

Address: 6400 International Pkwy., Suite 1000, Plano, Texas
75093

Vice President: _____

Address: _____

Secretary: David A. Baxley

Address: 6400 International Pkwy., Suite 1000, Plano, Texas
75093

Treasurer: Don Martin

Address: 6400 International Pkwy., Suite 1000, Plano, Texas
75093

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

13. Oscar R. Smith Jr.

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

14. Oscar R. Smith Jr., CEO and Chairman of the Board
(Typed or printed name and capacity of person signing application)

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Addendum

Additional Officers

- a. Oscar R. Smith Jr., CEO
- b. 6400 International Pkwy., Suite 1000, Plano, Texas 75093

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State of Delaware
Office of the Secretary of State

PAGE 1

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DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SELECT BRANDS, 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 SEVENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SELECT BRANDS, INC." WAS INCORPORATED ON THE EIGHTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0483020

06-07-00