

**MURTHA CULLINA  
ROCHE CARENS & DEGIACOMO**

A LIMITED LIABILITY PARTNERSHIP

99 HIGH STREET  
BOSTON, MASSACHUSETTS 02110-2320

TELEPHONE (617) 457-4000  
FACSIMILE (617) 482-3868  
www.murthalaw.com

August 31, 2000

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

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-09/05/00--01137--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

W-21930

Re: CAPhats, Inc.

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, which I am submitting on behalf of my client, CAPhats, Inc. Please note I have included a copy of the Power of Attorney form that has been signed by the President of CAPhats, Inc., Robert McKnight. I have also enclosed a check in the amount of \$87.50 for the cost of the filing fee plus a Certificate of Status and a Certified copy.

Thank you for your time and attention to this matter. Please do not hesitate to call me if you have any questions or require any additional information.

Sincerely,

*Laurie Alexander-Krom*  
Laurie Alexander-Krom

FILED  
00 SEP 14 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mt  
9/19

LAK:kmp  
Enclosure

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: CAPhats, 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:

Laurie Alexander-Krom, Esq.

(Name of Person)

MURTHA CULLINA ROCHE CARENS & DeGIACOMO

(Firm/Company)

99 High Street, 20th floor

(Address)

Boston, MA 02110

(City/State/Zip)

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

Laurie Alexander-Krom

(Name of Person)

at ( 617 ) 457- 4000 ex. 283

(Area Code & Daytime Telephone Number)

### STREET 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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

FILED  
00 SEP 14 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 7, 2000

MURTHA CULLINA ROCHE ET AL  
99 HIGH STREET  
BOSTON, MA 02110-2320

SUBJECT: CAPHATS, INC.  
Ref. Number: W00000021930

We have received your document for CAPHATS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A photocopy of the certificate of existence 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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 600A000473

00 SEP 14 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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. CAPhats, 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.

52-2237507

(FEI number, if applicable)

4. 03/13/2000

(Date of incorporation)

5. Perpetual

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

6. 03/03/2000

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

7. 6130 Clark Center Avenue, Suite 107,

Sarasota, FL 34238

(Current mailing address)

8. Production and sale of clothing and decals.

(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: Lester M. Johnson

Office Address: CCS 6130 Clark Center Avenue, Suite 107

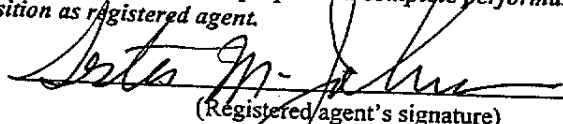
Sarasota,

Florida, 34238

(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.

  
(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)

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00 SEP 14 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Robert McKnight

Address: 6130 Clark Center Avenue, Suite 107

Sarasota, FL 34238

Vice Chairman: Andrea McKnight

Address: 6130 Clark Center Avenue, Suite 107

Sarasota, FL 34238

Director: Jeremy McKnight

Address: 6130 Clark Center Avenue, Suite 107

Sarasota, FL 34238

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

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

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

President: Robert McKnight

Address: 6130 Clark Center Avenue, Suite 107

Sarasota, FL 34238

Vice President: Robert H. McKnight, Jr.

Address: 505 Palmer Avenue

Falmouth, MA 34238

Secretary: Jeremy McKnight

Address: 6130 Clark Center Avenue, Suite 107

Sarasota, FL 34238

Treasurer: Andrea McKnight

Address: 6130 Clark Center Avenue, Suite 107

Sarasota, FL 34238

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

13. Laurie Alexander-Krom under Power of Attorney granted  
by CAPHATS Inc. & Robert McKnight, President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Laurie Alexander-Krom under Power of Attorney granted by CAPhats, Inc. and  
Robert McKnight, President  
(Typed or printed name and capacity of person signing application)

FILED  
00 SEP 14 AM 9:44  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

POWER OF ATTORNEY

I, Robert McKnight, President of CAPhats, Inc., a Delaware corporation, hereby authorize and recognize Laurie Alexander-Krom, Esquire and Loring A. Cook, III, Esquire, as members in good standing of the bar of the Commonwealth of Massachusetts, having a business address of Roche, Carens & DeGiacomo, P.C., 99 High Street, Boston, MA 02110, and whose telephone number is (617) 451-9300, as my true and lawful attorneys for me and in my name as President of CAPhats, Inc., to do all acts and take all steps which in her/his judgment are necessary, convenient or expedient in connection with obtaining service marks and/or trademarks on behalf of CAPhats, Inc., including but not limited to the completion of registrations for service marks or trademarks, execution of the service mark and/or trademark registration forms on my behalf and on behalf of CAPhats, Inc., advocating on my behalf and on behalf of CAPhats, Inc. in obtaining either a service mark registration or trademark registration, and the retention of the original of the approved service mark or trademark registration form.

I hereby give my attorneys, Laurie Alexander-Krom and Loring A. Cook, III., full power to act for me as fully and with like effect as I could act if personally present. I hereby ratify and confirm all the acts of my said attorneys which are made in pursuance of these present, including, but not limited to, acts preceding the date hereof relating to said service marks and/or trademarks. This Power of Attorney shall not be affected by my subsequent death, disability and incapacity and is intended to be a Durable Power of Attorney under the provisions of Massachusetts General Laws, Chapter 201B. The rights, powers and authority granted in this instrument shall remain in full force and effect until I, Robert McKnight, give notice in writing that such power is terminated.

CAPhats, Inc.

By:   
Robert McKnight, President

00 SEP 14 AM 9:44  
CLERK OF SUPERIOR COURT  
JULIA A. HARRIS  
MASSACHUSETTS

FILED

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF  
BARNSTABLE, ss.

JUNE 15, 2000

Then personally appeared the above-named Robert McKnight, President of CAPhats Inc., being duly sworn by me, acknowledged the foregoing instrument to be her free act and deed and the free act and deed of CAPhats, Inc.

  
Notary Public

MY COMMISSION EXPIRES 9/25/02


*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPHATS, 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 TWENTY-SECOND DAY OF AUGUST, A.D. 2000.

FILED  
00 SEP 14 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

3192639 8300

AUTHENTICATION: 0631308

001419453

DATE: 08-22-00