

CT CORPORATION SYSTEM

F01000001883

CORPORATION(S) NAME

Marketing Specialists Sales Company d/b/a MSSC-Marketing Specialists

Company

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FILED
01 APR -6 PM 8:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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permitted by

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-04/06/01--01050--005
*****70.00 *****70.00

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<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

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gc

Order#: 3779967

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

h/c
y/c

RECEIVED
01 APR -6 PM 12:16
DIVISION OF CORPORATION

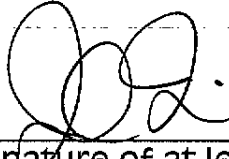
RESOLUTION OF BOARD OF DIRECTORS

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TALLAHASSEE FLORIDA

I, the undersigned Jay DiNucci, do hereby certify that this Resolution of the Board of Directors of Marketing Specialists Sales Company corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on March 30, 2001.

Resolved, that Marketing Specialists Sales Company organized and existing in the State of Delaware hereby adopts the name MSSC-Marketing Specialists Company for use in Florida.

Dated: March 30, 2001


signature of at least one director
Jay DiNucci
VICEPRESIDENT

**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. Marketing Specialists Sales Company

(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. 75-0733965

(FEI number, if applicable)

4. 12/11/2000

(Date of incorporation)

5. Perpetual

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

6. Upon Qual

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 17855 N. Dallas Parkway, Suite 200, Dallas, TX 75237

(Principal office address)

same

(Current mailing address)

8. To engage in any and all lawful acts or activity permitted by law.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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.

By: C. Morales

C T Corporation System

C. Morales
Special Asst. Secretary

(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 business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHMENT

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TALLAHASSEE, FLORIDA

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gerald R. Leonard

Address: 490 Turnpike Street

Canton, MA 02021

Vice President: Timothy M. Byrd

Address: 17855 N. Dallas Parkway, Suite 200

Dallas, TX 75237

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

SEE ATTACHMENT

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. Jay DiNucci, Vice President

(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

Officers & Directors

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Full Name: Gerald R. Leonard
Officer/Director: Officer
Officer's Title: President & CEO
Business Address: 490 Turnpike Street
City: Canton
State: MA
ZIP Code: 02021
2. Full Name: Timothy M. Byrd
Officer/Director: Officer, Director
Officer's Title: Vice President & CFO
Business Address: 17855 N. Dallas Parkway, Suite 200
City: Dallas
State: TX
ZIP Code: 75237
3. Full Name: Nick G. Bouras
Officer/Director: Officer, Director
Officer's Title: Vice President and Asst. Secy.
Business Address: 17855 N. Dallas Parkway, Suite 200
City: Dallas
State: TX
ZIP Code: 75237
4. Full Name: Jay DiNucci
Officer/Director: Officer
Officer's Title: Vice President and Controller
Business Address: 17855 N. Dallas Parkway, Suite 200
City: Dallas
State: TX
ZIP Code: 75237
5. Full Name: Richard Silvers
Officer/Director: Officer
Officer's Title: Exec. VP & Chief Info Officer
Business Address: 17855 N. Dallas Parkway, Suite 200
City: Dallas
State: TX
ZIP Code: 75237
6. Full Name: Ronald D. Pederson
Officer/Director: Director
Business Address: 17855 N. Dallas Parkway, Suite 200
City: Dallas
State: TX
ZIP Code: 75237

7. Full Name: Bruce A. Butler
Officer/Director: Director
Business Address: 7315 Pineville-Matthews Road
City: Charlotte
State: NC
ZIP Code: 28105

8. Full Name: John P. Rochon
Officer/Director: Director
Business Address: 17855 N. Dallas Parkway, Suite 300
City: Dallas
State: TX
ZIP Code: 75237

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARKETING SPECIALISTS SALES COMPANY" 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 FOURTH DAY OF APRIL, A.D. 2001.

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3328021 8300

AUTHENTICATION: 1062328

010164003

DATE: 04-04-01