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WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

One Atlantic Center
1201 West Peachtree Street
Suite 3500
Atlanta, GA 30309
Telephone: (404) 872-7000
Fax: (404) 888-7490
Web site: www.wcsr.com

Mary S. Barnett
Direct Dial: 404-888-7481
Direct Fax: 404-870-4850
E-mail: mbarnett@wcsr.com

May 5, 1999

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399-0250

RE: S & M Brands, Inc.

100004274511--6
-05/21/01--01157--012
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed herein please find an original and one conformed copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for S & M Brands, Inc., a Virginia corporation. I have enclosed a Certificate of Existence from Virginia and a check #050685 in the amount of \$78.75 to cover the cost of filing and a certified copy of the application. Would you please federal express the certified copy back to me. Our federal express account number is 0300-5777-5.

Thank you for your immediate attention to this matter and if you have any questions or need any further information, please let me know.

Sincerely,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

Mary Barnett

Mary S. Barnett
Corporate Paralegal

msb

Enclosures

cc: Everett W. Gee III
Mr. Shawn Hudson

FILED
01 MAY 21 PM 3 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

msb
5/29

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: S & M Brands, 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:

Mary S. Barnett
(Name of Person)

Womble Carlyle Sandridge & Rice, PLLC
(Firm/Company)

Suite 3500, 1201 West Peachtree Street
(Address)

Atlanta, Georgia 30309-3460
(City/State and Zip code)

For further information concerning this matter, please call:

Mary S. Barnett at (404) 888-7481
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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
01 MAY 21 PM 8:15
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

**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. S & M 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. Virginia 3. 54-1701410
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 6, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(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. Suite B, 3662 Ontario Road, Keysville, VA 23947
(Principal office address)
Suite B, 3662 Ontario Road, Keysville, VA 23947
(Current mailing address)
8. Distribute and sale cigarettes
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Broward County, Florida 33324
(City) (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.

ALLAN FARNELL
ASSISTANT 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.

FILED
01 MAY 21 PM 8:15
RECEIVED
STATE
OF FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Malcolm L. Bailey

Address: Suite B, 3662 Ontario Road
Keysville, VA 23947

Vice Chairman: _____

Address: _____

Director: Steven A. Bailey

Address: Suite B, 3662 Ontario Road
Keysville, VA 23947

Director: _____

Address: _____

B. OFFICERS

President: Steven A. Bailey

Address: Suite B, 3662 Ontario Road
Keysville, VA 23947

~~Vice President~~ CEO - Malcolm L. Bailey

Address: Suite B, 3662 Ontario Road
Keysville, VA 23947

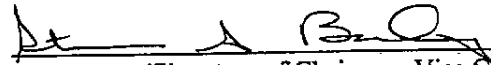
Secretary: Betty Bailey

Address: Suite B, 3662 Ontario Road, Keysville, VA 23947

Treasurer: Betty Bailey

Address: _____

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. Steven A. Bailey, President
(Typed or printed name and capacity of person signing application)

FILED
MAY 21 9 15 AM
FALLS CHURCH, VA

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

S & M Brands, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is December 06, 1993.

Nothing more is hereby certified.

FILED
01 MAY 21 PM 3:15
SECRET
TOLSON

*Signed and Sealed at Richmond on this Date:
April 30, 2001*



Joel H. Peck

Joel H. Peck, Clerk of the Commission