

F0100000 2920

VINCO, INC.
PO BOX 907
FOREST LAKE, MN 55025
PH: 651-982-4642 * FAX 651-982-4621

April 26, 2001

600004135866--8
-05/04/01--01029--001
*****70.00 *****70.00

Florida Department of State
PO Box 6327
Tallahassee, FL 32314

Re: Certificate of Authority for Florida

To Whom It May Concern:

Enclosed is the application for certificate of authority with the State of Florida, the filing fee of \$70.00 and Certificate of Good Standing from the State of Minnesota.

If you have any questions or need further information call me at 651-982-4642 ext 101.

Sincerely,



Colleen Kotrba

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 9, 2001

COLLEEN KOTRBA
VINCO, INC.
P.O. BOX 907
FOREST LAKE, MN 55025

SUBJECT: VINCO, INC.
Ref. Number: W01000010566

We have received your document for VINCO, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 801A00028029

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TALLAHASSEE, FLORIDA

**RECORD OF JOINT ACTION OF
SHAREHOLDERS AND BOARD OF DIRECTORS OF
VINCO, INC.**

The undersigned, being all the shareholders and directors of Vinco, Inc., a Minnesota corporation, pursuant to 302A.239 of the Minnesota Business Corporation act, do hereby adopt in writing the following resolution effective the 15th day of May, 2001:

WHEREAS, Vinco, Inc., intends to commence business in the State of Florida and has contacted the Secretary of State for the State of Florida in order to obtain a Certificate of authority to be qualified to do business in said State; and

WHEREAS, the Secretary of State for said State of Florida has advised Vinco, Inc. that the name "Vinco, Inc." is in use by an existing entity incorporated under the laws of the State of Florida and therefore Vinco, Inc. cannot obtain said Certificate of Authority unless it adopts a fictitious assumed name for use in doing business in the State of Florida.

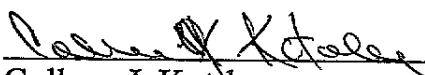
NOW, THEREFORE, it is hereby

RESOLVED, that Vinco, Inc. adopts the following fictitious assumed name for use in doing business in the State of Florida:

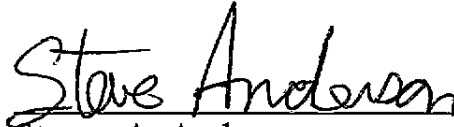
Vinco "MN", Inc.

FURTHER RESOLVED, that said fictitious assumed name shall be submitted with Vinco, Inc.'s application to the Secretary of State of Florida to obtain a Certificate of Authority qualifying it to do business in the State of Florida.

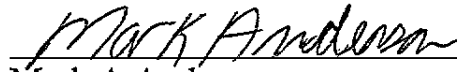
Dated: May 15, 2001.


Colleen J. Kotrba
Shareholder and Director

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Steven A. Anderson
Shareholder and Director



Mark A. Anderson
Shareholder and Director

SECRETARY'S CERTIFICATE

I hereby certify that the attached Resolution was duly adopted by the Shareholders and Board of Directors of Vinco, Inc., and that such Resolution remains in full force and effect.

Dated: May 15, 2001.



Steven A. Anderson
Secretary

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TALLAHASSEE, FLORIDA

**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. Vinco, 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. Minnesota 3. 41-1874693
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4-28-97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NONE to date Anticipate 6-30-01
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. P.O. Box 907 Forest Lake, Mn 55025
(Current mailing address)

8. General Contractor
(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, 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.

C T Corporation System

X [Signature] Kevin D. Lumborg, Asst. V.P.
(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Steve Anderson

Address: 2530 Countryside Court
Stillwater, Mn 55082

Vice Chairman: Mark Anderson

Address: 17112 Farnham Ave
Hugo, Mn 55036

Director: Colleen Kotrba

Address: 27345 Isle Drive
Chicago City, Mn 55013

Director: _____

Address: _____

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

President: Colleen Kotrba

Address: 27345 Isle Dr.
Chicago City, Mn 55013

Vice President: Mark Anderson

Address: 17112 Farnham Ave
Hugo, Mn 55036

Secretary: Steve Anderson

Address: 2530 Countryside Court
Stillwater, Mn 55082

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

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

14. Colleen Kotrba - President
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

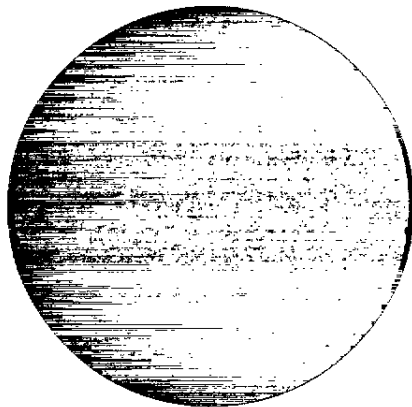
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Vinco, Inc.

Date Formed: 04/28/1997

Chapter Governed By: 302A

This certificate has been issued on 04/24/01.



Mary Kiffmeyer
Secretary of State.