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TRANSMITTAL LETTER

TRANSMITTAL LETTER

311

TO: Registration Section
Division of Corporations

SUBJECT: ALLIANCE DISTRIBUTION, 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:

900005081169--5
-03/11/02--01067--002
*****78.18 *****78.75

Michael Mauers, Esq.

(Name of Person)

Manes & Saperstein, P. A.

(Firm/Company)

633 So. Federal Hwy, Suite 300A
(Address)

(Address)

Fort Lauderdale, FL 33301

(City/State and Zip code)

For further information concerning this matter, please call:

Michael Manes at 954-523-1822

(Name of Person)

at (954) 523-1822

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

REGISTRATION
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

02 MAR 1 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

1. ALLIANCE DISTRIBUTION, 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. NEVADA

(State or country under the law of which it is incorporated)

3. 88-0468606

(FEI number, if applicable)

4. JUNE 30, 2000

(Date of incorporation)

5. PERPETUAL

(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. 6862 NW 20th AVENUE, FORT LAUDERDALE, FL 33309

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. DISTRIBUTION OF TANNING RELATED PRODUCTS & SUCH OTHER BUSINESSES

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) AS MAY BE

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) NECESSARY
TALLAHASSEE, FLORIDA

Name: MICHAEL PHILLIPS

Office Address: 6862 NW 20th AVENUE

FORT LAUDERDALE, Florida 33309

(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.



(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.

02 MAR 11 AM 9:55
TALLAHASSEE, FLORIDA
SECY OF STATE
FILED

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

A. DIRECTORS

Chairman: JOHN ABATE

Address: 25 VIA PARADISO
HENDERSON, NV 89011

Vice Chairman: FRANK ABATE

Address: 25 VIA PARADISO
HENDERSON, NV 89011

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JOHN ABATE

Address: 25 VIA PARADISO
HENDERSON, NV 89011

Vice President: FRANK ABATE

Address: 25 VIA PARADISO
HENDERSON, NV 89011

Secretary: FRANK ABATE

Address: 25 VIA PARADISO, HENDERSON, NV 89011

Treasurer: JOHN ABATE

Address: 25 VIA PARADISO, HENDERSON, NV 89011

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. _____
JOHN ABATE, PRES.
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



STATE OF NEVADA

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ALLIANCE DISTRIBUTION, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 30, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on February 13, 2002.

DEAN HELLER
Secretary of State

By

Certification Clerk

