

CT CORPORATION

**F02000003277**

CORPORATION(S) NAME

The Museum Company, Inc.

FILED  
02 MAY 31 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BK**

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <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 checked="" 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                  |   |   |

RECEIVED  
02 MAY 31 PM 3:12  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

5/31/02

Order#: 5266370

kf

Ref#:

**File First**

*2MB*

700005663267--5  
-06/03/02--01002--011  
Amount: \$ \*\*\*\*\*8.75 \*\*\*\*\*8.75  
700005663267--5  
-06/03/02--01002--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 3, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: THE MUSEUM COMPANY, INC.  
Ref. Number: W02000016000

FILED  
02 MAY 31 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for THE MUSEUM COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.

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) 245-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 802A00035862

## RESOLUTIONS OF BOARD OF DIRECTORS

I, the undersigned Joel Kier, do hereby certify that the following resolutions of the Board of Directors of The Museum Company, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on June 6, 2002:

**NOW, THEREFORE, IT IS RESOLVED**, that the Board of Directors declares it advisable to authorize the Corporation to adopt the name "The Museum Company, Inc. of Delaware" for use in Florida; and further

**RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to prepare execute, deliver, ratify, confirm, perform and approve, to file with appropriate organizations, and to take any and all actions, execute any and all documents, certificates, agreements, contracts, letters, requests and other instruments, and to do or cause to be done all such further acts or things as such officer or officers shall deem necessary, appropriate or desirable to carry out, and in furtherance of, all of the foregoing resolution; and further

**RESOLVED**, that any action heretofore or hereafter taken by any officer of the Corporation within the authority of the foregoing resolutions be and hereby is, in all respects authorized, approved, ratified and confirmed.

Dated: As of June 6, 2002

Name: Joel H. Kier

Title: Director

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.

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1. The Museum Company, 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. 02-0579336

(FEI number, if applicable)

4. 04/05/2002

(Date of incorporation)

5. Perpetual

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

6. Upon filing

(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. The San Francisco Music Box Company, 390 N. Wiger LN, Ste 200, Walnut Creek, CA 94598  
(Principal office address)

same as above

(Current mailing address)

The operation of retail stores selling gift merchandise.

8. \_\_\_\_\_  
(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  
(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.*

C T Corporation System

By: \_\_\_\_\_

Hillary L. HILLARY ENGLAND, 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.

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

B. OFFICERS

President: SEE ATTACHMENT

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

Vice President: \_\_\_\_\_

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

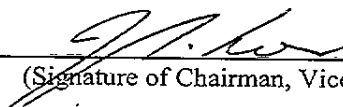
Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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. Joel Kier/President  
(Typed or printed name and capacity of person signing application)

**List of Officers and Directors  
Of  
The Museum Company, Inc.**

**OFFICERS**

| <b><u>Name</u></b> | <b><u>Title</u></b>   | <b><u>Business Address</u></b>   |
|--------------------|---|--|
| Joel Kier          | President, Assistant Secretary<br>and Chairman of the Board | c/o The San Francisco Music Box<br>Company<br>390 N. Wiget Lane, Suite 200<br>Walnut Creek, CA 94598 |
| Raz Alon           | Secretary   | Same as above  |
| Jeff Hidalgo       | Treasurer   | Same as above  |

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SECRETARY OF STATE

**DIRECTORS**

| <b><u>Name</u></b> |   |
|--------------------|---|
| Joel Kier          | c/o The San Francisco Music Box Company<br>390 N. Wiget Lane, Suite 200<br>Walnut Creek, CA 94598 |
| Raz Alon           | Same as above   |

# Delaware

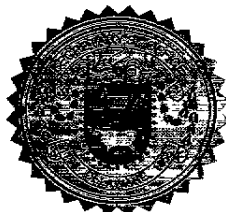
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE MUSEUM COMPANY, 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 FIRST DAY OF MAY, 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
02 MAY 31 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



3511319 8300

020279243

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1754523

DATE: 05-01-02