

FO200004899

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Prime Time Video, Inc.
(Name of corporation - must include suffix)

02 SEP 24 PM 2:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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:

David C. Tassell, Esquire

(Name of Person)

Joseph C. Kempe, PA

(Firm/Company)

941 North Highway A1A

(Address)

Jupiter, FL 33477

(City/State and Zip code)

000007725090--0
-09/13/02--01024--005
*****70.00 *****70.00

For further information concerning this matter, please call:

Betsy Rew

(Name of Person)

at (561) 747-7300

(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

Acknowledgement

P. Venter

FF
9/26

FF \$70



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 18, 2002

DAVID C. TASSELL, ESQ.
JOSEPH C. KEMPE, PA
941 NORTH HIGHWAY A1A
JUPITER, FL 33477

SUBJECT: PRIME TIME VIDEO, INC.
Ref. Number: W02000027125

We have received your document for PRIME TIME VIDEO, 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 602A00053116

✓

September 20, 2002

Trevor Brumbley
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, Florida 32399

Sent by Federal Express

Re: Prime Time Video, Inc./Adoption of new name for registration in Florida

Dear Ms. Brumbley:

We have enclosed a corporate resolution adopting a name for registration of Prime Time Video, Inc., a New Jersey corporation to do business in Florida. The previous registration application filed by our attorney was rejected because a Florida corporation has the same name. Our attorney has been advised by your office that the enclosed resolution will enable you to register our corporation in Florida.

Thank you for your assistance and if you have any questions, please call our attorney, David Tassell, at (561) 747-7300.

Very truly yours,

Barbara E. Zuchowski

Barbara E. Zuchowski

**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. Prime Time Video, Inc. d/b/a Prime Time Video of South Florida, 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. New Jersey 3. 22-2527298
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. February 21, 1984 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. 605 Broad Avenue, Ridgefield, NJ 07657
(Principal office address)

2010 Seabird Way, Riviera Beach, FL 33404
(Current mailing address)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

8. Wholesale Distribution
(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)

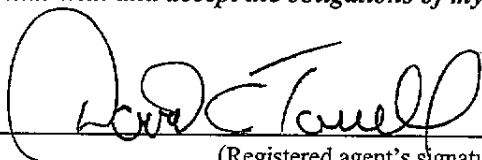
Name: David C. Tassell, Esq.

Office Address: 941 North Highway A1A

Jupiter, Florida 33477
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: John J. ZuchowskiAddress: 390 Lavelle CourtWyckoff, New Jersey 07481Director: Barbara E. ZuchowskiAddress: 390 Lavelle CourtWyckoff, New Jersey 07481

B. OFFICERS

President: Barbara E. ZuchowskiAddress: 390 Lavelle CourtWyckoff, New Jersey 07481Vice President: John J. ZuchowskiAddress: (same as above)Secretary: John J. ZuchowskiAddress: (same as above)Treasurer: John J. ZuchowskiAddress: (same as above)

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

13. Barbara E Zuchowski John J Zuchowski

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

14. BARBARA E ZUCHOWSKI JOHN J. ZUCHOWSKI

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

**WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
PRIME TIME VIDEO, INC.**

The undersigned persons, being all of the Directors and Shareholders of the above-named corporation (hereinafter called the "Corporation"), hereby take the following action by written consent, in lieu of a special meeting of the Board of Directors and Shareholders:


WHEREAS:

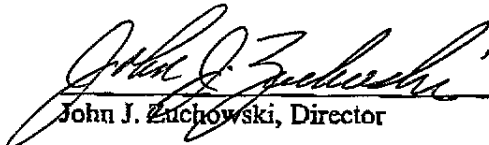
1. The Corporation is attempting to register to do business in Florida; and
2. There already exists a corporation in Florida called "Prime Time Video, Inc."; and
3. The Florida Division of Corporations is requiring the Corporation to adopt another name for use in Florida,

RESOLVED, as follows:

The Corporation hereby adopts the name "Prime Time Video of South Florida, Inc." as its name to do business in Florida and for the purposes of registering the Corporation to do business in Florida.

DATED: September 20, 2002


Barbara E. Zuchowski, Director and
sole Shareholder


John J. Zuchowski, Director

02 SEP 24 PM 2:56
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

PRIME TIME VIDEO, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on February 21, 1984.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

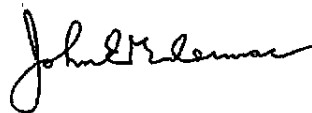
*Steven D Fleissig
C/O Friedman Siegelbaum
7 Becker Farm Rd.
Roseland, NJ 07068*

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

PRIME TIME VIDEO, INC.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
31st day of July, 2002



John E McCormac, CPA
State Treasurer

