

FO2000006098

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Carpenter Associates, Inc.

(Name of corporation - must include suffix)

300000901 1279--
-09/25/02--01025--002
*****70.00 *****70.00

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:

John S. Carpenter

(Name of Person)

Carpenter Associates, Inc.

(Firm/Company)

20 Vernon Street

(Address)

Norwood, MA 02062

(City/State and Zip code)

*W02-27934
PO2-31762*

For further information concerning this matter, please call:

John S. Carpenter

(Name of Person)

at (954) 426-0573

(Area Code & Daytime Telephone Number)

AL

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



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 26, 2002

JOHN S. CARPENTER
20 VERNON STREET
NORWOOD, MA 02062

SUBJECT: CARPENTER ASSOCIATES, INC.
Ref. Number: W02000027934

We have received your document for CARPENTER ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 802A00054604

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JOHN S. CARPENTER, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

CARPENTER ASSOCIATES, INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of MASSACHUSETTS,

was duly adopted on OCTOBER 1, 2002,

Be it resolved, that CARPENTER ASSOCIATES, INC.
(Corporate Name)

organized and existing in the State of MASSACHUSETTS, hereby adopts the name

J. CARPENTER ASSOCIATES, INC. for use in Florida.

Dated: 11-21-02

John S. Carpenter
Signature of either Chairman, Vice Chairman or any officer

JOHN S. CARPENTER
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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. Carpenter Associates, 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. Massachusetts 3. 04-3430166
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 1, 1998 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. 20 Vernon Street, Norwood, MA 02062
(Principal office address)

20 Vernon Street, Norwood, MA 02062
(Current mailing address)

8. Manufacturing Rep for Picture Frames
(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: John S. Carpenter

Office Address: 3231 Lakeshore Drive

Deerfield Beach, Florida 33442
(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.

John S. Carpenter
(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: John S. Carpenter

Address: 3231 Lakeshore Dr.

Deerfield Beach, FL 33442

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John S. Carpenter

Address: 3231 Lakeshore Dr.

Deerfield Beach, FL 33442

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. ✓ JOHN S. CARPENTER
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 5, 2002

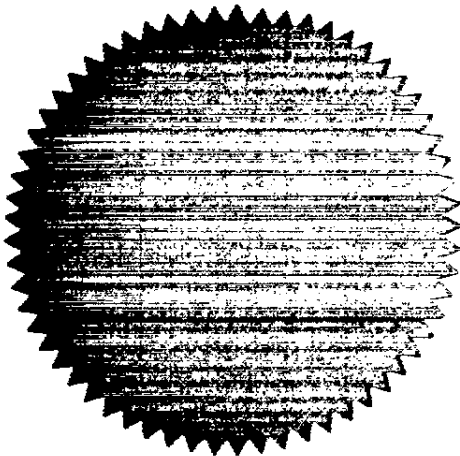
TO WHOM IT MAY CONCERN:

I hereby certify that

CARPENTER ASSOCIATES, INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **August 14, 1998**.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth