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CT CORPORATION

February 19, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 FEB 19 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5737525 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Azusa, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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

FILE
FIRST
PLEASE

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. AZUSA, 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 3. 22-3880374
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 30, 2002 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 617.155, F.S.)
7. c/o James Hubert, 501 East 87th Street, Suite 14H, New York, NY 10128
(Principal office address)
c/o Lewis H. Sandler, Esq., 8080 North Central Expressway, Suite 500, Dallas, Texas 75206
(Current mailing address)
8. Sale of Sports Clothing
(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.

By [Signature]
C T Corporation System
(Registered agent's signature)

Mark Holloway
Asst. Secretary

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: Joseph J. KrederAddress: 4424 Hillside DriveAnn Arbor, MI 48105Vice Chairman: James HubertAddress: 501 East 87th Street, Suite 14HNew York, NY 10128Director: Jeffrey J. HoodAddress: 532 Club DriveBay Head, NJ 08742Director: Michael DevlinAddress: 609 Park Avenue, 2nd FloorNew York, NY 10017

B. OFFICERS

President: Joseph J. KrederAddress: 4424 Hillside DriveAnn Arbor, MI 48105

Vice President: _____

Address: _____

Secretary: James HubertAddress: 501 East 87th Street, Suite 14 H, New York, NY 10128Treasurer: Michael DevlinAddress: 609 Park Avenue, 2nd floor, New York, NY 10017

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

13. X

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

14. James Hubert, Director, Vice President & Secretary

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

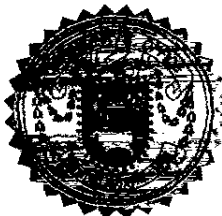
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AZUSA, 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 TENTH DAY OF DECEMBER, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3585978 8300

AUTHENTICATION: 2136727

020758484

DATE: 12-10-02