

F03000001917

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(Address)

(Address)

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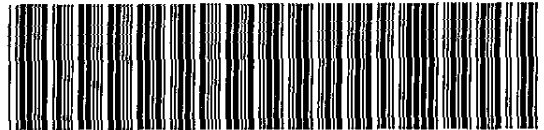
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DIVISION OF CORPORATIONS

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
REFERENCE : 044300 4308508
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 78.75

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 15, 2003
ORDER TIME : 10:46 AM
ORDER NO. : 044300-005
CUSTOMER NO: 4308508
CUSTOMER: Kerrie A. Lewis, Legal Asst
Jones Day
North Point
901 Lakeside Avenue
Cleveland, OH 44114

FOREIGN FILINGS

NAME: FOTO-FONE, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

03:48 PM APR 16 2003

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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

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TALLAHASSEE, FLORIDA

1. Foto-Fone, 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. 03-0400263
(FEI number, if applicable)
4. January 14, 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. 2711 Centerville Road, Wilmington, DE 19808
(Principal office address)
- 791 Wye Road, Akron, OH 44333
(Current mailing address)
- Any lawful business under which a corporation may be formed.
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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company

(Registered agent's signature)

Ann R. Breiling

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: Gerald J. Gabriel

Address: 791 Wye Road

Akron, Ohio 44333

Director:

~~Vice Chairman~~ Michael Grimes

Address: 791 Wye Road

Akron, Ohio 44333

Director: Adam H. Meyerson

Address: 791 Wye Road

Akron, Ohio 44333

Director: Andrew S. Meyerson

Address: 791 Wye Road

Akron, Ohio 44333

B. OFFICERS

President: Andrew S. Meyerson

Address: 791 Wye Road

Akron, Ohio 44333

Vice President: Adam H. Meyerson

Address: 791 Wye Road

Akron, Ohio 44333

Secretary: Adam H. Meyerson

Address: 791 Wye Road, Akron, OH 44333

Treasurer: Gerald J. Gabriel

Address: 791 Wye Road, Akron, OH 44333

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

13. Gerald J. Gabriel
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GERALD J. GABRIEL CHAIRMAN & TREASURER
(Typed or printed name and capacity of person signing application)

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ADDENDUM

B. OFFICERS

Assistant Treasurer/Assistant Secretary: Kristen French
791 Wye Road
Akron, OH 44333

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TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

Delaware

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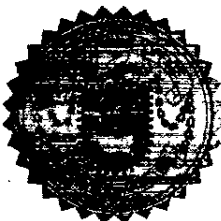
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOTO-FONE, 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 FIFTEENTH DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FOTO-FONE, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JANUARY, A.D. 2000.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3159589 8300

AUTHENTICATION: 2366807

030247213

DATE: 04-15-03