

F03000002713

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

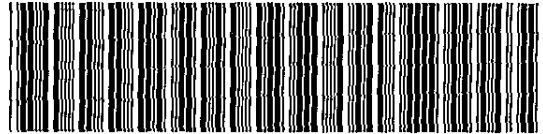
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 MAY 30 PM 1:02

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 108512 7213916

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : May 27, 2003

ORDER TIME : 10:27 AM

ORDER NO. : 108512-010

CUSTOMER NO: 7213916

CUSTOMER: Mr. William Mandel
Loeb & Loeb LLP
Floor: 21st Suite: 2200, 10100
Santa Monica Boulevard 21st
Los Angeles, CA 90067

FOREIGN FILINGS

NAME: MM DIRECT MARKETING INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

DEPT. OF STATE
TALLAHASSEE, FLORIDA
03 JUL 03 PM 1:44

FILED

**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. MM Direct Marketing, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 25, 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. 14271 Corporate Drive, Garden Grove, California 92843
(Principal office address)
14271 Corporate Drive, Garden Grove, California 92843
(Current mailing address)
8. direct marketing mailing
(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, 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)

Lynette Coleman
as its agent

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.

SECRET
TALLAHASSEE
FLORIDA

03 MAY 30 11:44

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. Godfred P. Otuteye, President

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

03 MAY 30 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Officers and Directors of MM Direct Marketing, Inc.

Officers:

Name	Office	Address
Kris O. Friedrich	Chairman of the Board	14271 Corporate Drive Garden Grove, CA 92843
Godfred P. Otuteye	President, Chief Executive Officer and Secretary	14271 Corporate Drive Garden Grove, CA 92843
Clarke Beauchamp	Executive Vice President, Sales and Marketing	14271 Corporate Drive Garden Grove, CA 92843
James D. Callahan	Vice President, Finance and Chief Financial Officer	14271 Corporate Drive Garden Grove, CA 92843
Don Hubert	Vice President, National Accounts	499 New Rochelle Rd., Suite 4 Bronxville, NY 10708
Dennis Jenkins	Vice President, Franchise Licensing	14271 Corporate Drive Garden Grove, CA 92843
John Patinella	Vice President, Franchise Development	14271 Corporate Drive Garden Grove, CA 92843
Joseph J. Craciun	Assistant Secretary and Corporate Counsel	14271 Corporate Drive Garden Grove, CA 92843

Directors:

Name	Address
Kris O. Friedrich	14271 Corporate Drive Garden Grove, CA 92843
Godfred P. Otuteye	14271 Corporate Drive Garden Grove, CA 92843

CLERK OF DISTRICT COURT
JAN 30 PM 1:10
TALLAHASSEE, FLORIDA

Delaware

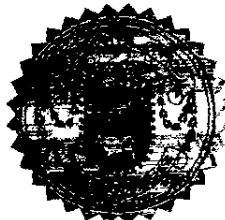
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MM DIRECT MARKETING, 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 TWENTY-EIGHTH DAY OF MAY, 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 SAID "MM DIRECT MARKETING, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1998.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2439941

2968673 8300

030347657

DATE: 05-28-03