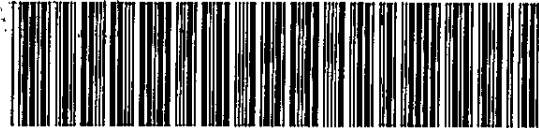


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06/24/04--01081 -015 **1150.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

\$ 204-18822

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Office Use Only



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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2004 JUN -2 P 3 03
7:00 PM
7:00 PM
7:00 PM

May 18, 2004

CHRISTINA K. LEVINE
4674 WINDSTARR DR.
DESTIN, FL 32541

SUBJECT: THE COTTON LOFT INC.
Ref. Number: W04000018822

We have received your document for THE COTTON LOFT INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 104A00033847



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED

2004 JUN -2 P 3:03
RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

June 25, 2004

CHRISTINA K. LEVINE
4674 WINDSTARR DR.
DESTIN, FL 32541

SUBJECT: THE COTTON LOFT INC.
Ref. Number: W04000018822

Your corporate name is unavailable. Chapter 607.0401(4), Florida Statutes states corporate names "must be distinguishable from the names of all other entities or filings organized or registered under the laws of this state, which names are on file with the Division."

You failed to make the correction(s) requested in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 404A00042016

FILED

TRANSMITTAL LETTER

2004 JUL -2 P 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: The Cotton Loft, Inc
(Name of corporation - must include suffix)

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:

Christina K. Levine
(Name of Person)

(Firm/Company)

4674 Windstark Dr.
(Address)

Destin FL 32541
(City/State and Zip code)

For further information concerning this matter, please call:

Christina Levine at (850) 837-1896
(Name of Person) (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

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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2004 JUL -2 P 2:03

1. The Cotton Loft, Inc.

(Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "In.," "Co.," or "Corp.")

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois

(State or country under the law of which it is incorporated)

3. 36-4372236

(FEI number, if applicable)

4. April 20, 2000

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. September 2003

(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. 41674 Windstare Dr, Destin FL 32541

(Principal office address)

SAME

(Current mailing address)

8. reseller of quilting fabric and other related items - retail

(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: Christina K. Levine

Office Address: 41674 Windstare Dr

Destin FL, Florida 32541

(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.

Christina K. Levine

(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: _____

Address: _____

Director: _____

Address: _____

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2004 JUL -2 P 2:03

REGISTRY OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Christina K. Levine

Address: 4674 Windstark Dr
Destin FL 32541

Vice President: _____

Address: _____

Secretary: Michael J. Levine

Address: 4674 Windstark Dr, Destin FL 32541

Treasurer: Christina K. Levine

Address: _____

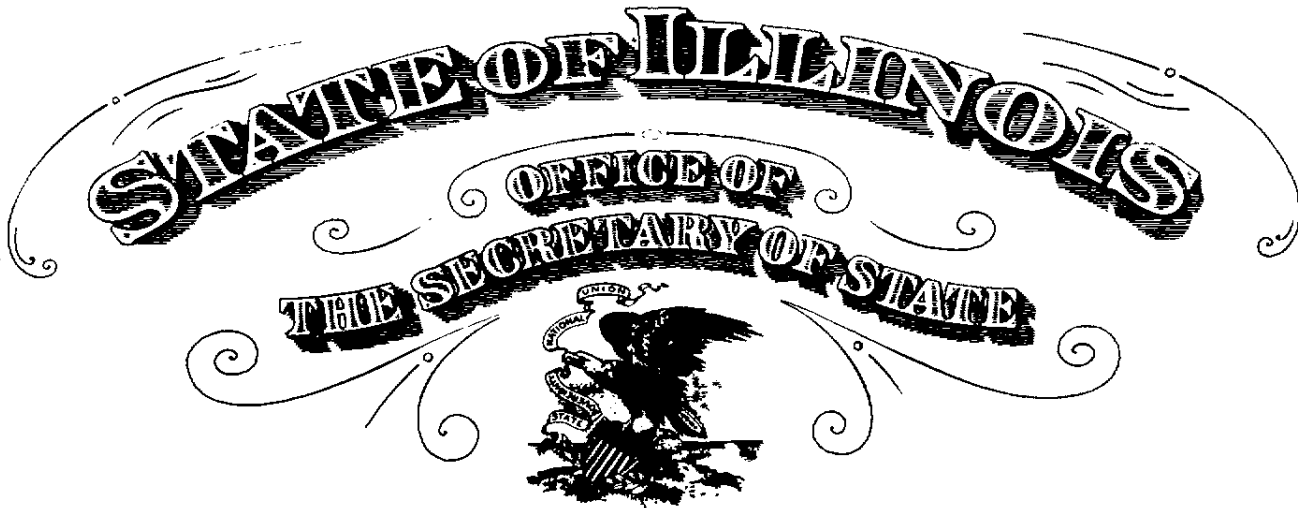
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Christina K. Levine
(Signature of Director or Officer listed in number 12 of the application)

14. Christina K. Levine President
(Typed or printed name and capacity of person signing application)

File Number

6104-456-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE COTTON LOFT, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 20, 2000, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 29TH
day of APRIL A.D. 2004



Jesse White

SECRETARY OF STATE