

FO4000004152

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

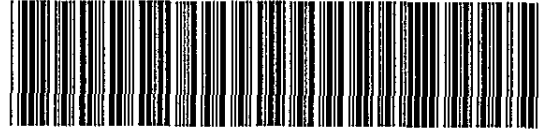
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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July 16, 2004

Florida Department of State  
Division of Corporations  
Registration Section  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDEX

**Re: Schoolpop, Inc.**

Dear Sir or Madam:

Pursuant to Florida corporate laws and regulations in connection with foreign corporations transacting business in Florida, enclosed please find the following documents:

1. Original executed Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. Original Certificate of Existence issued by the Secretary of State of the State of Delaware on July 9, 2004.
3. A check made payable to the Florida Department of State in the amount of \$87.50 (\$70.00 for the filing fee, \$8.75 for the certificate of status and \$8.75 for a certified copy).

If you have any questions regarding this matter, please feel free to give me a call.

Very truly yours,

Jeffrey J. Wolfe

JJW/jhm

Enclosures

cc: Mr. Paul Robinson (w/out enclosures)

RECEIVED  
FLORIDA DEPARTMENT OF STATE  
JUL 16 2004

07/16/04 10:41:13

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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.*

1. Schoolpop, Inc.

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

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

2. Delaware

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

3. 94-3319588

(FEI number, if applicable)

4. January 25, 1999

(Date of incorporation)

5. Perpetual

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

6. June 3, 2004

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3885 Crestwood Parkway, Suite 550, Duluth, GA 30096

(Principal office address)

3885 Crestwood Parkway, Suite 550, Duluth, GA 30096

(Current mailing address)

8. Internet sales of school supplies.

(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 NOT acceptable)

Name: Daryl Cramer & Associates, P.A.

Office address: 3801 PGA Boulevard, Suite 508

Palm Beach Gardens

(City)

Florida 33410

(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.*

Daryl Cramer & Associates, P.A.

  
Daryl B. Cramer, Its President, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**

Director: Paul Robinson

Address: 3885 Crestwood Parkway, Suite 550, Duluth, GA 30096

Director: Stephen Avalone

Address: 3885 Crestwood Parkway, Suite 550, Duluth, GA 30096

**B. OFFICERS**

Chief Executive Officer: Paul Robinson

Address: 3885 Crestwood Parkway, Suite 550, Duluth, GA 30096

President: Mickey Freeman

Address: 3885 Crestwood Parkway, Suite 550, Duluth, GA 30096

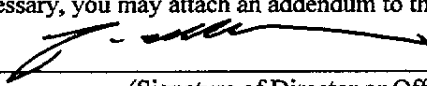
Secretary: Stephen Avalone

Address: 3885 Crestwood Parkway, Suite 550, Duluth, GA 30096

Treasurer: Paul Robinson

Address: 3885 Crestwood Parkway, Suite 550, Duluth, GA 30096

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

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

14. Paul Robinson, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

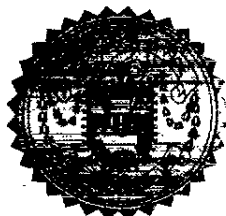
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCHOOLPOP, 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 NINTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCHOOLPOP, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 1999.

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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2994926 8300

AUTHENTICATION: 3223011

040504709

DATE: 07-09-04