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From: Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT QUALIFICATION

Lavar Holdings, Inc.

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CT CORPORATION CLEVELAND

216 521 4859 P.84/85

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

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

2. DELAWARE 3. 28-1262076
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUG 17, 2004 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. ONE PENN PLAZA 36TH FLOOR NEW YORK, NY 10119
(Principal office address)
- 812 HURON RD SUITE 845, CLEVELAND, OH 44115
(Current mailing address)

8. DEVELOPING AND MARKETING PERSONAL HAIR CARE PRODUCTS
(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: CT 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.

CT Corporation System

By: 

Gil S. Apellis, Assistant Secretary

Gil S. Apellis,
Assistant 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:

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T CORPORATION CLEVELAND

216 621 4839 P.05/05

A. DIRECTORSChairman: ELLEN LAVARAddress: ONE PENN PLAZA 36TH FLOOR, NEW YORK, NY 10119Vice Chairman: N.A.

Address: _____

Director: RANDY MARKETAddress: 812 HURON ROAD SUITE 845
CLEVELAND, OH 44115Director: RONALD FOUNTAINAddress: 812 HURON ROAD SUITE 845
CLEVELAND, OH 44115**B. OFFICERS**President: ELLEN LAVARAddress: ONE PENN PLAZA 36TH FLOOR, NEW YORK, NY 10119Vice President: JEFFREY LAVARAddress: ONE PENN PLAZA 36TH FLOOR, NEW YORK, NY 10119Secretary: RANDY MARKET, CHIEF OPERATING OFFICERAddress: 812 HURON RD, SUITE 845, CLEVELAND, OH 44115Treasurer: RONALD FOUNTAIN, CHIEF FINANCIAL OFFICERAddress: 812 HURON RD SUITE 845, CLEVELAND, OH 44115

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. RANDY MARKET, CHIEF OPERATING OFFICER

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

Additional Directors (addendum)

Name: James Fisher
Address: 321 Cherry Ridge Dr
Aurora, OH 44202-8234
Name: Steve Lebow
Address: 2121 Avenue of Stars Suite 1630
Los Angeles, CA 90067

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Delaware

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The First State

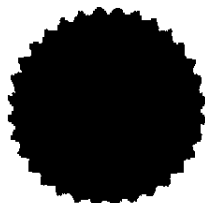
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAVAR HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LAVAR HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2004.

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

3634091 9300

050056658



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3635932

DATE: 01-24-05