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Division of Corporations

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DIVISION OF CORPORATION

F05-6872

FOREIGN PROFIT QUALIFICATION

SMILEMAKERS, INC., A CORPORATION OF SOUTH CAROLINA

Certificate of Status	0
Certified Copy	0
Page Count	05
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P.02/05

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. SMILEMAKERS, INC.

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

Smilemakers, Inc., a Corporation of South Carolina
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. South Carolina

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

3. 57-0647221

(FBI number, if applicable)

4. 03/31/1977

(Date of incorporation)

5. Perpetual

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

6. 12/01/2005

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

7. 425 Sha Lane, Spartanburg, SC 29307

(Principal office address)

same

(Current mailing address)

8. To provide promotional/specialty items to professional markets

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

C T Corporation System

By: [Signature]

(Registered agent's signature)

SALVINA AMENTA-GRAY
SPECIAL 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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A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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 Director or Officer listed in number 12 of the application)

14. Mark Weiss, Vice President

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

Directors / Officers Report

Smilemakers, Inc.

Directors

John J. Mahoney
Lawrence J. Morse
Ronald L. Sargent

Business Address

500 Staples Drive, Framingham, MA 01702
100 Schelter Road, Lincolnshire, IL 60069
500 Staples Drive, Framingham, MA 01702

Officers

Title

Business Address

Basil L. Anderson	Vice Chairman
Lawrence J. Morse	President
John K. Barton	Executive Vice President, Real Estate
Jack A. VanWoerkom	Executive Vice President, General Counsel
Kristin Campbell	Senior Vice President, Assistant General Counsel & Assistant Secretary
Robert Mayerson	Senior Vice President, Finance
Bernard I. Schacter	Senior Vice President, Real Estate and Property Management
Jack A. VanWoerkom	Secretary
Sarah Lindstrom-Alter	Vice President, Quillcorp.com
Michael Patriarca	Vice President, Controller & Assistant Secretary
Felix Petrilli	Senior Vice President, Quill
Kevin Weber	Vice President, Merchandising
Mark Weiss	Vice President, Assistant General Counsel
Kyle Anderson	Vice President, New Business Development - Quill
Robert Mayerson	Treasurer
Sally Everett	Senior Corporate Counsel
Terry Schwarting	Director, Distribution
William Swanson	Senior Vice President and General Manager
Kelli Edwards	Controller

500 Staples Drive, Framingham, MA 01702
100 Schelter Road, Lincolnshire, IL 60069
500 Staples Drive, Framingham, MA 01702
500 Staples Drive, Framingham, MA 01702
500 Staples Drive, Framingham, MA 01702
500 Staples Drive, Framingham, MA 01702
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100 Schelter Road, Lincolnshire, IL 60069
100 Schelter Road, Lincolnshire, IL 60069
100 Schelter Road, Lincolnshire, IL 60069

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

SMILEMAKERS, INC.,

a corporation duly organized under the laws of the State of South Carolina on March 31st, 1977, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
17th day of November, 2005.

Mark Hammond
Mark Hammond, Secretary of State