F09000002620

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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B. McKnight JUL 0 1 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Gags and Games, 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:

Jennifer Dunigan
Name of Person

Gags and Games, Inc.
Firm/Company

35901 VERONICA
Address

Livonia, Michigan 48150
City/State and Zip code

jdunigan@halloweenusa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mary Frances McGinity CPA at (248) 577-5885
Name of Person — Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- [x] $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.

1. GAGS AND GAMES, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

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

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

3. 38-2147229
(FEI number, if applicable)

4. 2/2/77
(Date of incorporation)

5. PERPETUAL
(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. 35901 VERONICA, LIVONIA, MI 48150
(Principal office address)

35901 VERONICA, LIVONIA, MI 48150
(Current mailing address)

8. RETAIL SALES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Northwest Registered Agent, LLC.

Office Address: 155 Office Plaza Drive Suite A

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. 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.

(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: Gerald C. Rittenberg

Address: 80 Grasslands Rd.

Elmsford, NY 10523

Vice Chairman: James M. Harrison

Address: 80 Grasslands Rd.

Elmsford, NY 10523

Director: Lisa Laube

Address: 25 Green Pond Rd.

Rockaway, NJ 07866

Director: Gregg Melnick

Address: 25 Green Pond Rd.

Rockaway, NJ 07866

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: John McIntire and Christopher Bearss

Address: 35901 VERONICA

Livonia, Michigan 48150

Vice President: Lisa Laube

Address: 25 Green Pond Rd.

Rockaway, NJ 07866

Secretary: Joseph Zepf

Address: 80 Grasslands Rd. Elmsford, NY 10523

Treasurer: Michael A. Correale

Address: 80 Grasslands Rd. Elmsford, NY 10523

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

13. X [signature]

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

14. X CHRISTOPHER BEARSS, CO-PRESIDENT

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

United States of America

The State of Michigan

Department of Energy, Labor & Economic Growth

Lansing, Michigan

This is to Certify That

GAGS AND GAMES, INC.

was validly incorporated on February 2, 1977, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 21st day of May, 2009.

Sent by Facsimile Transmission
987207

, Director

Bureau of Commercial Services