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ATTORNEYS AT LAW
222 ALBANY STREET
CINCINNATI, OHIO 45202-4029

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WRITERS DIRECT
DIAL NUMBER

BRUSSELS, BELGIUM
CLEVELAND, OHIO
COLUMBUS, OHIO
DAYTON, OHIO
EASTOVER, MARYLAND
PALM BEACH, FLORIDA
WASHINGTON, D.C.

September 19, 1994

(513) 352-6784

Florida Secretary of State
Division of Corporations
Qualification Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: Pound Puppies, Inc.
and
Mike Bowling Enterprises, Inc.

W94 - 20915
0000011284860
-09/23/94--01090--011
****140.00 ****70.00

Gentlemen:

Enclosed please find an original and two copies each of the Application for Authorization to Transact Business in Florida we would like to file for the two Ohio corporations listed above. Our check in the amount of \$140.00 also is enclosed.


Louis F. Solimine

LFS8428.RMH

Enclosures

2000011409042
-02/17/95--01045--004
****700.00 ****700.00

RECEIVED
SEP 23 1994
STATE
CORPORATION
DIVISION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 1, 1995

J. MICHAEL BOWLING
POUND PUPPIES, INC.
311 CENTRE ST., #204
FERNANDINA BEACH, FL 32034

SUBJECT: POUND PUPPIES, INC.
Ref. Number: W94000020905

**CERTIFIED MAIL #P 348 066 554
RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of POUND PUPPIES, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by POUND PUPPIES, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$700.00 are now due. To avoid further penalty, payment must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 395A00004190



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 5, 1994

THOMPSON, HINE AND FLORY
LOUIS F. SOLIMINE
312 WALNUT ST., 14TH FLOOR
CINCINNATI, OH 45202-4029

SUBJECT: POUND PUPPIES, INC.
Ref. Number: W94000020905

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for POUND PUPPIES, INC..

The referenced application states that the corporation has transacted business in the State of Florida since December 1, 1993. You were notified by letter dated September 26, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$700.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Freta Lott
Corporate Specialist Supervisor Letter No. 894A00051757

Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 26, 1994

THOMPSON, HINE AND FLORY
LOUIS F. SOLIMINE
312 WALNUT ST., 14TH FLOOR
CINCINNATI, OH 45202-4029

SUBJECT: POUND PUPPIES, INC.
Ref. Number: W94000020905

We have received your document for POUND PUPPIES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn 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 or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 494A00042920

**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. Pound Puppies, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Ohio
(State or country under the law of which it is incorporated)
3. June 8, 1984 4. Perpetual
(Date of Incorporation) (Duration)
5. 31-1103765
(Federal Employer Identification number, if applicable)
6. December 1, 1993
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 311 Centre Street, Ste. 204, Fernandina Beach, Florida 32034
(Current mailing address)
8. Toy Design and Merchandise Consulting - No manufacturing
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: J. Michael Rowling
Address: 5080 Outrigger
Fernandina Beach, Florida 32034

Director: _____
Address: _____

FILED
SECRETARY OF STATE
CORPORATIONS
FEB 16 PM 3:10

B. Officers:

President: _____
Address: _____
Fernandina Beach, Florida 32034

Vice President: _____
Address: _____

Secretary: Paul Von Mohr
Address: 3333 Monument Road, Apt. 1501
Jacksonville, Florida 32225

Treasurer: J. Michael Bowling
Address: 5080 Outrigger
Fernandina Beach, Florida 32034

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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:

CT CORPORATION SYSTEM
G. L. Hatfield
(Officer)
G. L. Hatfield, Asst. Secy
(Type Name and Title of Officer)

12. 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.

13. J. Michael Bowling
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. J. Michael Bowling, President
(Name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show POUND PUPPIES INC., an Ohio Corporation, charter no. 636110, principal location in Franklin, County of Warren, incorporated on June 8, 1984, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio this
2nd day of September, A.D. 1994

Bob Taft

Bob Taft
Secretary of State

FILED
SECRETARY OF STATE
CORPORATIONS
95 FEB 15 PM 3:40