

Document Number Only

**F9500002980**

JULY 10 1995

DIVISION OF CORPORATION

C  
Reques  
660 E.  
Address  
Tallahassee, FL Ja 32301  
City State Zip Phone  
904-222-1092

**CORPORATION(S) NAME**

4000001519614  
-06/21/95--01077--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

6/20

95 JUN 20 PM 1:54  
DIVISION OF CORPORATION  
STATE OF FLORIDA  
FILED

Profit       Amendment       Merger  
 NonProfit       Dissolution/Withdrawal       Mark  
 Limited Liability Company  
 Foreign       Annual Report       Other  
 Limited Partnership       Reservation       Change of R.A.  
 Reinstatement  
 Certified Copy       Photo Copies       Fictitious Name  
 Call When Ready       Call if Problem       After 4:30  
 Walk In       Will Wait       Pick Up  
 Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00

6/8/95

6/20/95

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

file 2<sup>nd</sup>

**APPLICATION BY FOREIGN CORPORATION FOR  
AUTORIZATION TO TRANSACTION IN THE UNITED STATES**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA:**

1. Willcox & Gibbs, 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. Delaware  
(State or country under the law of which it is incorporated)

3. May 11, 1995  
(Date of Incorporation)

4. Perpetual  
(Duration)

5. Application pending  
(Federal Employer Identification number, if applicable)

6. Will begin business upon approval of application  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 150 Alhambra Circle, Coral Gables, FL 33134  
(Current mailing address)

8. Holding company  
(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:** Alain C. Viry  
**Address:** 150 Alhambra Circle  
Coral Gables, FL 33134

**Vice Chairman:** None  
**Address:**

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Director:** Jon O. Fullerton  
**Address:** 150 Alhambra Circle  
Coral Gables, FL 33134

**Director:** Steven M. Hitt  
**Address:** 150 Alhambra Circle  
Coral Gables, FL 33134

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**Officers:**

President: Alain C. Viry

Address: 150 Alhambra Circle

Coral Gables, FL 33134

---

Vice President: Steven M. Hitt

Address: 150 Alhambra Circle

Coral Gables, FL 33134

---

Vice President and Secretary: Jon O. Fullerton

Address: 150 Alhambra Circle

Coral Gables, FL 33134

---

Vice President and Treasurer: Allan M. Gonopolsky

Address: 150 Alhambra Circle

Coral Gables, FL 33134

---

95 JUN 20 PM 1:54

(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:

Margaret Bestow  
(Officer)

(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.**

Jon O. Fullerton

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

**14. Jon O. Fullerton, Vice President and Secretary**

**(Name and capacity of person signing application)**

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILLCOX & GIBBS, 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 FIFTH DAY OF JUNE, A.D. 1995.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUN 20 PM 1:54



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7527310

2506315 8300

950123425

06-05-95

Document Number Only

F95000002980

RECEIVED

12/26/95 AM 11:38  
DIVISION OF CORPORATION

CT CORPORATION SYSTEM

Requestor's Name  
660 EAST JEFFERSON STREET

Address  
TALLAHASSEE FL 32301 222-1092  
City State Zip Phone

3000001570873  
12/26/95--01066--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Willcox & Gibbs, Inc.

99 DEP 28 PH 3:39  
TALLAHASSEE, FLORIDA  
SACRISTAN OF STATE  
RECEIVED

FILED

Profit  Amendment  Merger  
 NonProfit  Dissolution/Withdrawal  Mark  
 Limited Liability Company  Annual Report  Other  
 Foreign  Reservation  Change of R.A.  
 Limited Partnership  Photo Copies  Fictitious name Filing  
 Reinstate  Call If Problem  After 4:30  
 Certified Copy  Will Wait  Pick Up  
 Call When Ready  Walk In  
 Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00

PLEASE RETURN EXTRA COPIES  
FILE STAMPED

12/26  
Withdrawal  
12/26/95  
DR

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF  
AUTHORITY TO TRANACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Willcox & Gibbs, Inc. (a Delaware corporation)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

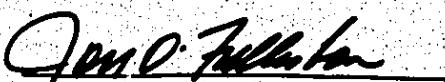
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

150 Alhambra Circle, Suite 900  
Coral Gables, Florida 33134

<sup>1</sup>The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Willcox & Gibbs, Inc.

  
\_\_\_\_\_  
Jon O. Fullerton  
Vice President and Secretary

December 18, 1995

95 DEC 26 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**