

F95000003261

BIEDERMAN & O'KIEPKE LTD.  
ATTORNEYS AT LAW  
80 NORTH LA Salle STREET  
SUITE 1400  
CHICAGO, ILLINOIS 60608  
TEL (312) 604-4100  
FAX (312) 604-4104

WILLIAM BIEDERMAN  
(312) 604-4101

June 12, 1995

Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Market U.S.A. Inc.  
#W94000018119

100001531521  
-07/06/95--01110--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

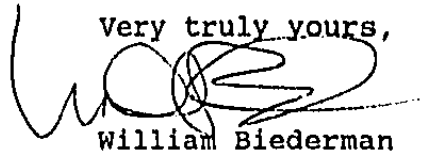
Dear Sir or Madam:

I have enclosed the application by the above-referenced corporation for authority to transact business in Florida together with the following:

1. Certificate of Good Standing from the State of Illinois.
2. Check in the amount of \$3,896.25.

000001517890  
-06/20/95--01098--002  
\*\*\*3896.25 \*\*\*3896.25

Very truly yours,



William Biederman

WB/cmr  
Enclosures

cc: Sam Okner

tz 7/7

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL -7 AM 8:34



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 18, 1994

CERTIFIED MAIL, #P 274 004 005

William Biederman  
Market U.S.A., Inc.  
30 N. LaSalle St., Suite 1426  
Chicago, IL 60602

RE: Market U.S.A., Inc.  
#W94000018119

Dear Mr. Biederman:

It has been brought to my attention that the above mentioned entity has been transacting business in the State of Florida. I have searched the records of this office and have found no record of any filing for Market U.S.A., Inc., a corporation organized under the laws of Illinois.

Section 607.1501, Florida Statutes (copy enclosed), states that a foreign corporation may not transact business in this State without obtaining a certificate of authority from the Florida Department of State. Further, s. 607.1502(4), F.S., authorizes the Division of Corporations to collect all fees and taxes, and a penalty between \$500.00 and \$1000.00 for each year and any part thereof that a foreign corporation has transacted business in Florida without proper authority.

Enclosed is an "Application by Foreign Corporation for Authorization to Transact Business in Florida", for your convenience.

Please provide a written response to this inquiry within thirty (30) days to avoid the necessity of further action. If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script, appearing to read "Hart Collins".

Hart Collins, Senior Corporate Administrator  
Bureau of Commercial Recording, Tax Lien Section  
Division of Corporations  
Phone: (904) 487-6943

HC:hc

Enclosures: section 607.1501, Florida Statutes  
section 607.1502, Florida Statutes  
"Application by Foreign Corporation for Authorization to Transact  
Business in Florida"

cc: Nadine Hope Becker, Esquire



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

June 21, 1995

**WILLIAM BIEDERMAN, ESQ.**  
**30 N. LASALLE ST**  
**SUITE 1426**  
**CHICAGO, IL 60602**

**SUBJECT: MARKET U.S.A., INC.**  
**Ref. Number: W94000018119**

We have received your document for MARKET U.S.A., INC. and check(s) totaling \$3896.25. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$70.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **CORPORATE SPECIALIST** indicated.

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) 487-6092.

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 095A00030395

**RESOLUTION OF BOARD OF DIRECTORS**

I, the undersigned Seymour N. Okner, President and Solo Director, do hereby certify that this Resolution of the Board of Directors of Market U.S.A. Inc., a corporation duly organized and existing under the laws of the State of Illinois, was duly adopted on June 26, 1995.

Resolved, that Market U.S.A. Inc., organized and existing in the State of Illinois, hereby adopts the name Marusa Marketing Inc. for use in Florida.

Dated: 6/26/95

  
\_\_\_\_\_  
Signature of at least one director

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 JUL -7 AM 8:34



12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Seymour N. Okner  
Address: 701 Lee Street  
Des Plaines, IL 60016

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

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

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

B. OFFICERS

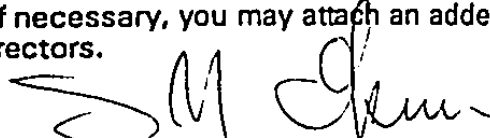
President: Seymour N. Okner  
Address: 701 Lee Street  
Des Plaines, IL 60016

Vice President: Sam Okner  
Address: 257 Woodlawn  
Glencoe, IL 60022

Secretary: Seymour N. Okner  
Address: 701 Lee Street  
Des Plaines, IL 60016

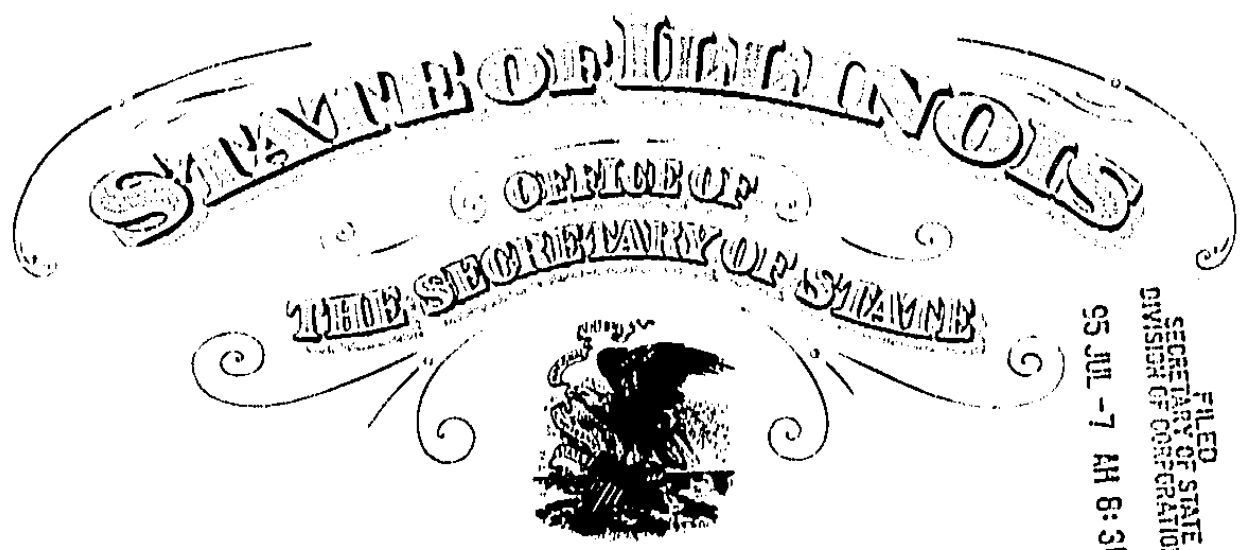
Treasurer: Seymour N. Okner  
Address: 701 Lee Street  
Des Plaines, IL 60016

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Seymour N. Okner  
(Typed or printed name and capacity of person signing application)

File Number 5531-052-1

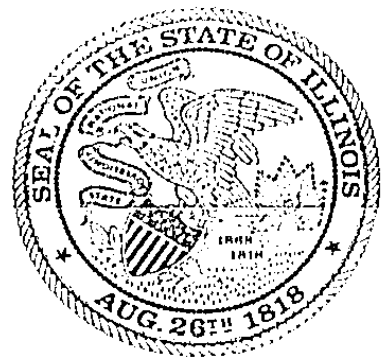


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL -7 AM 8:34

To all to whom these presents shall come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that MARKET U.S.A., INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE NOVEMBER 30, 1988, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\*



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this 23RD day of MARCH A.D., 19 95

George H Ryan  
SECRETARY OF STATE

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT  
 F 9500 000 3261  
 FLORIDA DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 96 SEP 26 AM 10:47

DOCUMENT # F95000003261

1 Corporation Name  
 Marusa Marketing, Inc.

Principal Place of Business Mailing Address  
 701 Lee Street  
 Des Plaines, IL 60016

If above addresses are incorrect in any way, line through incorrect information and enter correction below  
 2 New Principal Office Address, if Applicable  
 3 New Mailing Address, if Applicable

DO NOT WRITE IN THIS SPACE  
 4 Date Incorporated or Qualified to Do Business in Florida  
 11130188  
 5 FEI Number  
 36-3612376  
 6 Applied For  
 Not Applicable  
 CERTIFICATE OF STATUS DESIRED  \$8.75 Additional Fee required for a Certificate of Status

7 Name and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
President & Director	Seymour N. Okner	701 Lee Street	Des Plaines, IL 60016
V.P.	Sam Okner	701 Lee Street	Des Plaines, IL 60016
Secretary	Patricia Richert	701 Lee Street	Des Plaines, IL 60016
Treasurer	Seymour N. Okner	701 Lee Street	Des Plaines, IL 60016

000001976670--8  
 -10/16/96--01044--008  
 \*\*\*\*383.75 \*\*\*\*383.75

8. Name and Address of Current Registered Agent  
 Suzanne Josephson  
 5650 Stirling Road  
 Hollywood, FL 33021

9. Name and Address of New Registered Agent  
 Name  
 CT Corporation System  
 Street Address (P.O. Box Number is Not Acceptable)  
 1200 South Pine Island Road  
 Suite, Apt. #, Etc.  
 City  
 Plantation  
 State  
 FL  
 Zip Code  
 33324

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.  
 Signature of Registered Agent  
 Date 9-20-96  
 REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under, S. 199.032, Florida Statutes. Yes  No  (See other side for information on intangible tax.)

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: Sam Okner  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR  
 SAM OKNER  
 VICE PRESIDENT  
 Date 9-20-96  
 Daytime Phone # 7088031900

CR2ED40 (12/95)



F95000003261

BIEDERMAN & O'KEEFE LTD.  
ATTORNEYS AT LAW

80 NORTH LAUREL STREET  
SUITE 1400  
CHICAGO, ILLINOIS 60608  
TEL (312) 634-4100  
FAX (312) 634-4104

LISA O'KEEFE  
(312) 634-4100

April 7, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED  
97 APR 10 PM 12:55

Secretary of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Market USA

Dear Sir or Madam:

Enclosed are the Resolution of Market USA, Inc. dropping its assumed name and a check for \$35.00.

Very truly yours,  
*Lisa O'Keefe*  
Lisa O'Keefe

LOK/cmr  
Enclosures

cc: Steve Eckel

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-04/10/97--01063--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Dropping name*

APR 14 1997

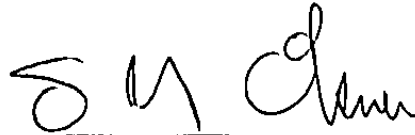
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 10 PM 12:55

**CERTIFICATION OF OFFICER  
OF MARKET U.S.A., INC.**

The undersigned, being the chief operating officer of MARKET U.S.A., INC., an Illinois corporation, hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation, in lieu of a special meeting and pursuant to the authority of Section 7.10 of The Business Corporation Act of 1983 of the State of Illinois:

RESOLVED, that Market U.S.A., Inc. shall no longer transact business in the State of Florida under an assumed name but shall conduct business in Florida in its own name.

Dated as of March 26, 1997.



Seymour N. Okner

Being the chief operating officer of the Corporation

F95000003261

BLIEDERMAN & O'KEEFE LTD.  
ATTORNEYS AT LAW

80 NORTH LA SALLE STREET  
SUITE 1400  
CHICAGO, ILLINOIS 60608  
TEL: 654-4100  
FAX: 654-4104

LISA O'KEEFE  
TEL: 654-4108

April 7, 1997

SECRET  
DIVISION OF CORPORATIONS  
97 APR 10 PM 12:55

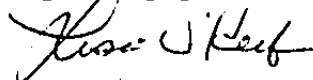
Secretary of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

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Very truly yours,



Lisa O'Keefe

LOK/cmr  
Enclosures

cc: Steve Eckel

400002139234--1  
-04/10/97--01063--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Drop/alter name*

APR 14 1997

CERTIFICATION OF OFFICER  
OF MARKET U.S.A., INC.

SECRETARY FILED  
DIVISION  
97 APR 10 PM 12:55

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Seymour N. Okner

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the Corporation