

Document Number Only
F 95000004408

C T CORPORATION SYSTEM
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, Florida 32301
 City State Zip Phone
 904-222-1092
CORPORATION(S) NAME

ENCLOSURE
 09/12/95 - 01070 - 009
 *****70.00 *****70.00

Jack Nadell, Inc

FILED
 REGISTERED STATE
 DEPARTMENT OF REVENUE
 95 SEP 12 PM 2:54
 9/12

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R/A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS/G/S | <input type="checkbox"/> Call When Ready |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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Document Examiner
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. JACK NADEL, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. California
(State or country under the law of which it is incorporated)
3. 95-2887025
(FBI number, if applicable)
4. September 17, 1973
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 9950 West Jefferson Boulevard, Culver City, California 90232

(Current mailing address)
8. Wholesale and retail distribution of promotional products, premiums and corporate fulfillment programs.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System

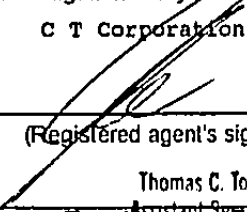
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer) Thomas C. Totaro
Assistant Secretary

Thomas C. Totaro

(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS
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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jack Nadol

Address: 9950 West Jefferson Boulevard

Culver City, California 90232

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

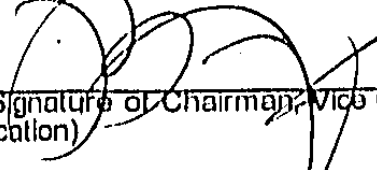
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Treasurer: _____

Address: _____

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. Robert Kritzler, Vice President _____
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Directors of
JACK NADEL, INC.

1. Martin Nadel
9950 West Jefferson Boulevard
Culver City, California 90232
2. Robert Buckingham
9950 West Jefferson Boulevard
Culver City, California 90232
3. Craig Nadel
9950 West Jefferson Boulevard
Culver City, California 90232
4. Robert Kritzlör
9950 West Jefferson Boulevard
Culver City, California 90232
5. Jack Nadel
9950 West Jefferson Boulevard
Culver City, California 90232
6. Steven Widdicombe
9950 West Jefferson Boulevard
Culver City, California 90232
7. Sheri Taylor
9950 West Jefferson Boulevard
Culver City, California 90232

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
JACK NADEL, INC.**

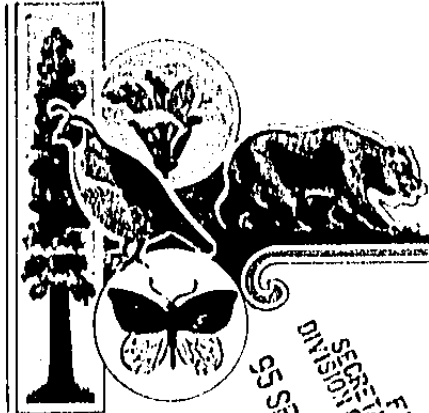
1. Martin Nadel, President
9950 West Jefferson Boulevard
Culver City, California 90232
2. Robert Buckingham, Executive Vice President
9950 West Jefferson Boulevard
Culver City, California 90232
3. Craig Nadel, Secretary & V.P. Administration
9950 West Jefferson Boulevard
Culver City, California 90232
4. Robert Kritzler, Treasurer & V.P. Finance
9950 West Jefferson Boulevard
Culver City, California 90232

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DIVISION OF CORPORATIONS
95 SEP 12 PM 12:54



State of California

SECRETARY OF STATE



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DIVISION OF CORPORATIONS
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CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 17TH day of SEPTEMBER, 19 73

JACK NADEL, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
11TH day of SEPTEMBER, 1995



Bill Jones
BILL JONES
Secretary of State

Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

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CORPORATION(S) NAME

Spice Market, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Dissolution/Withdrawal
- Merge
- Mark
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Annual Report
- Reservation
- Photo Copies
- Other
- Change of R.A.
- Fictitious Name
- CUS
- Call When Ready
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- After 4:30
- Pick Up

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12/9/96

Withdrawal
12/9/96
DC

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

Jack Nadol, Inc.

(Name of Corporation)

California

(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLA.

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.

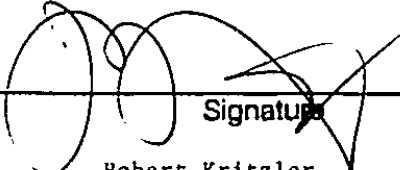
9950 W. Jefferson Boulevard

(Mailing Address)

Culver City, CA 90232-3506

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Robert Kritzler

Typed or printed name

Vice President - Finance

Title

11/15/96

Date