

F96000000836

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Suncoast Group, Inc. d/b/a  
SGI, Inc.

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report  
☐ Reservation

☐ Other  
☐ Change of R.A.  
☐ Fic. Name

☐ Certified Copy

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W96-2387

RECEIVED  
96 JUN 31 PM 12:53  
SIGN OF CORPORATION



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

January 31, 1996

CT CORP

SUBJECT: SUNCOAST GROUP, INC. d/b/a SGI, INC.  
Ref. Number: W96000002387

FILED  
SECRETARY OF STATE  
CORPORATIONS  
96 JAN 31 PM 12:05

We have received your document for SUNCOAST GROUP, INC. d/b/a SGI, 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:

The corporate name adopted for use in Florida "SGI, Inc.", is not available. Please select another corporate name for use in this state by resolution of the board of directors and insure that said resolution contains original signatures.

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: 596A00004301

**SUNCOAST GROUP, INC.**

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS**

**December 18, 1993**

The Undersigned, being all of the directors of Suncoast Group, Inc., a Delaware corporation (the "Corporation"), do hereby unanimously consent in writing (by execution of one or more counterparts of this written consent) to and adopt, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the following resolutions:

**RESOLVED**, that the Corporation hereby consents to the adoption of a fictitious name to be used in the State of Florida. The fictitious name to be used in the state of Florida is SunCoast Group, Inc. of Delaware.

**RESOLVED FURTHER**, that the Corporation hereby accepts from Suncoast Motion Picture Company, Inc. an additional paid-in capital contribution of nine hundred ninety nine dollars (\$999,000) with respect to the original issuance of 100 shares of the Corporation's common stock, par value \$.01 per share, to complete the issuance to the subscriber.

This action taken by this unanimous written consent shall have the same force and effect as if taken at a meeting of the Board of Directors of the Corporation, duly called and constituted pursuant to the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, we have set our hands to this Unanimous Written Consent as of the date first written above.

  
\_\_\_\_\_  
Gary A. Ross, Director

  
\_\_\_\_\_  
Heidi M. Hoard, Director

56 JAN 31 PM 12:05

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACTION BUSINESS IN FLORIDA**

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

1. Suncoast Group, 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. Delaware  
(State or country under the law of which it is incorporated)
3. 41-1824095  
(FEI number, if applicable)
4. November 20, 1995  
(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. 10400 Yellow Circle Drive, Minnetonka, Minnesota 55343  
  
(Current mailing address)
8. The retail sale of motion pictures and related items.  
(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  
Inland 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

Susan J. Wanner  
(Registered agent's signature) (Officer)

Susan J. Wanner - Asst Sec.  
(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS

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: see attached list of directors

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

Vice Chairman: see attached list of directors

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

Director: see attached list of directors

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

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

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

B. OFFICERS

President: see attached list of officers

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

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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. Heidi M. Hoard, <sup>Asst.</sup> Secretary \_\_\_\_\_

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

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**Appendix to Florida  
Application for Certificate of Authority**

**Directors of  
Suncoast Group, Inc.**

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1. **Jack Eugster, Chairman and Chief Executive Officer  
10400 Yellow Circle Dr.  
Minnetonka, Minnesota 55343**
2. **Heidi M. Hoard, Assistant Secretary  
10400 Yellow Circle Drive  
Minnetonka, MN 55343**

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**Appendix to Florida  
Application for Certificate of Authority**

**Officers of  
Suncoast Group, Inc.**

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1. **Jack Eugster, Chairman and Chief Executive Officer**  
10400 Yellow Circle Dr.  
Minnetonka, Minnesota 55343
2. **Gary A. Ross, President and Chief Financial Officer**  
10400 Yellow Circle Drive  
Minnetonka, Minnesota 55343
3. **Michael J. Colon, Vice President of Stores**  
10400 Yellow Circle Drive  
Minnetonka, Minnesota 55343
4. **Archie L. Benike, Vice President of Marketing and Merchandising**  
10400 Yellow Circle Drive  
Minnetonka, Minnesota 55343
5. **Linda Alsid Ruehle, Corporate Secretary**  
10400 Yellow Circle Drive  
Minnetonka, Minnesota 55343
6. **Heidi M. Hoard, Assistant Secretary**  
10400 Yellow Circle Drive  
Minnetonka, Minnesota 55343
7. **Karen A. Ring, Assistant Secretary**  
10400 Yellow Circle Drive  
Minnetonka, Minnesota 55343
8. **Timothy J. Scully, Assistant Treasurer**  
10400 Yellow Circle Drive  
Minnetonka, Minnesota 55343

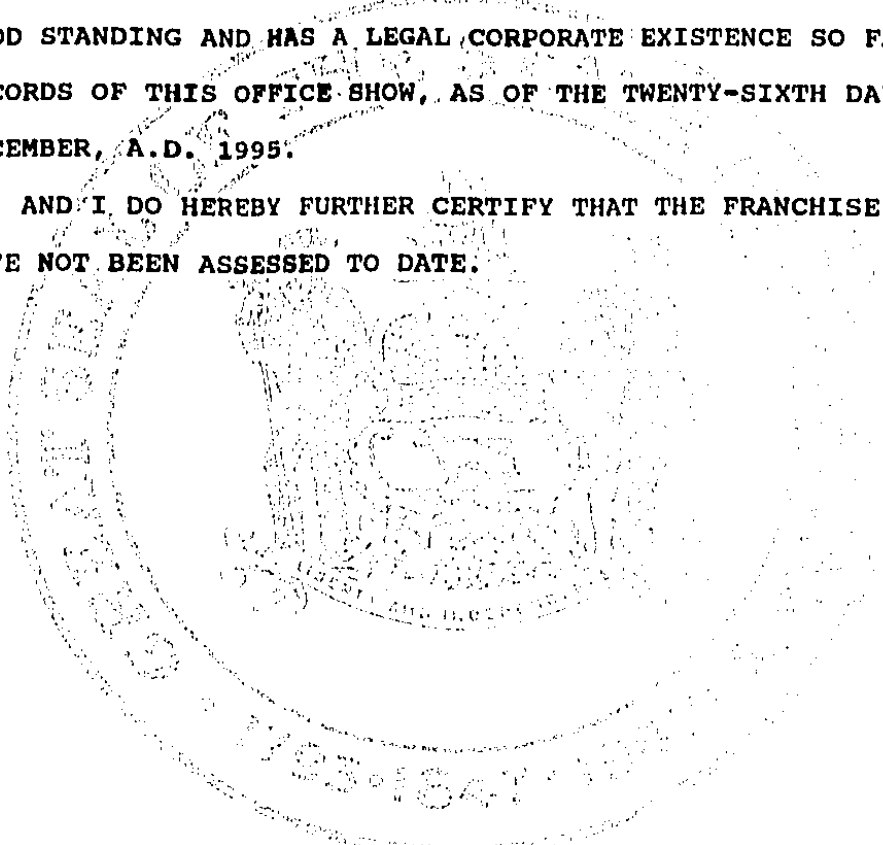
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DIVISION OF CORPORATIONS  
96 JAN 31 7:12:05



Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNCOAST GROUP, 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 TWENTY-SIXTH DAY OF DECEMBER, A.D. 1995.

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



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OFFICE OF REGISTRATIONS



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7766993

12-26-95