

F9600000aa35

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Factory Direct Inc.
(Name of corporation - must include suffix)

3000001768143
-04/03/96--01073--002
*****70.00 *****70.00

Dear Sir or Madam:

W46-7211

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

705/3
96 MAY - 3 PH 1:26
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Jeffrey Seneca
(Name of Person)

Factory Direct Inc.
(Firm/Company)

334 Ling-A-Mor Terr. S
(Address)

ST Petersburg, FL 33705
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Jeffrey Seneca
(Name of Person) at (813) 896-6610
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Name Conflict
P45- 86085



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

April 3, 1996

JEFFREY SENECAL
FACTORY DIRECT, INC.
334 LING-A-MOR TERR. S.
ST. PETERSBURG, FL 33705

SUBJECT: FACTORY DIRECT, INC.
Ref. Number: W96000007211

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY - 3 PM 1:26

We have received your document for FACTORY DIRECT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 DOCUMENT SPECIALIST indicated.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The certification that you have submitted is a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 096A00015350

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Jeffrey Seneca, do hereby certify
that this Resolution of the Board of Directors of Factory Direct Inc.,
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on 5/1, 1996.

Resolved, that Factory Direct Inc., organized
and existing in the State of Delaware, hereby adopts the
name Jeff Seneca's Florida Direct Inc. for use in Florida.

Dated: 5/1/96

Jeffrey Seneca
Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -3 PM 1:25

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. Factory Direct, 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. N/A

(FEI number, if applicable)

4. 3/11/96

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. No Business has or will be Transacted prior to registration.

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 334 Ling-A-Mor Terr S.

ST Petersburg, FL 33705

(Current mailing address)

8. Retail Sales

(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Jeffrey Sencal

Office Address: 334 Ling-A-Mor Terr. S.

ST Petersburg, Florida, 33705

10. 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.

Jeffrey Sencal

(Registered agent's signature)

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MY - 3 PH 1:26

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box
NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Jeffrey Seneca/

Address: 334 Linc-A-Mor Terr S, St Petersburg, FL 33705

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Jeffrey Seneca/

Address: 334 Linc A Mor Terr S
St Petersburg, FL 33705

Vice President: _____

Address: _____

Secretary: Jeffrey Seneca/

Address: 334 Linc-A-Mor Terr S
St Petersburg, FL 33705

Treasurer: Jeffrey Seneca/

Address: 334 Linc-A Mor Terr S
St Petersburg, FL 33705

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

13. Jeffrey Seneca/

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

14. Jeffrey Seneca/

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
6 MAY 13 PM 1:28

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT FACTORY DIRECT, 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 APRIL, A.D. 1996.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 MAY -3 PM 1:26

Edward J. Freel

2600954 8300



960121303

Edward J. Freel, Secretary of State

7923592

AUTHENTICATION:

04-26-96

DATE:

F96000002235

City/State/Zip	Phone #
<i>Jeffrey S. and 316 Long A Way, Inc. Pensacola, FL 32505</i>	

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) _____ (Document #) _____
2. _____
(Corporation Name) _____ (Document #) _____
3. _____
(Corporation Name) _____ (Document #) _____
4. _____
(Corporation Name) _____ (Document #) _____

Walk in
 Mail out

Pick up time _____
 Will wait Photocopy

Certified Copy
 Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

FILED
96 NOV 14 PM 2:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

100002004521--6
-11/14/96-01053--006
*****35.00 *****35.00

Withdr.

VS NOV 22 1996

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

Factory Direct Inc DBA/Jeff
Seneca's Florida ^{Name of Corporation} Direct Inc.
Delaware
^(Incorporated Under Laws Of)

FILED
NOV 14 PM 2:33
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

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.

334 Ling-A-Mor Terr S
^(Mailing Address)

ST Petersburg FL 33705
^(City/State/Zip)

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

Jeffrey Seneca Chairman Bd of Dir.
Signature Title

Jeffrey Seneca 11/11/96
Typed or printed name Date