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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

ENCLOSURE 1: 1485703
-06/03/96--01062--009
*****70.00 *****70.00

SUBJECT: Spices Sports Ltd. Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

Renea M. Glendinning, CPA
(Name of Person)

Kerkering, Barberio & Co P.A.
(Firm/Company)

1858 Ringling Boulevard
(Address)

Sarasota, Florida 34236
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 31 AM 10:58

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

Renea M. Glendinning at (941) 365-4617
(Name of Person) (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

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. Spices Sports Limited, 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. England
(State or country under the law of which it is incorporated)
3. 98-0159605
(FEI number, if applicable)
4. November 7, 1938
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. with cease to exist or
"perpetual")
6. Not yet transacting business
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, FLA. STAT.))
7. Spices Sports Limited, Inc.
1858 Ringling Boulevard, Sarasota, Florida
(Current mailing address)
8. Any lawful activity
(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: Renea M. Glendinning
Office Address: 1858 Ringling Boulevard
Sarasota, Florida, 34236
(Zip Code)

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.

Renea M. Glendinning
(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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: ^{Manning} Stanley R. Spires

Address: Juan Les Pins, St. Leonard's Road

Thames Ditton, Surrey KT7 ORP England

Director: Sandra Anne Spires

Address: Juan Les Pins, St. Leonard's Road

Thames Ditton, Surrey KT7 ORP England

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: Sandra Anne Spires

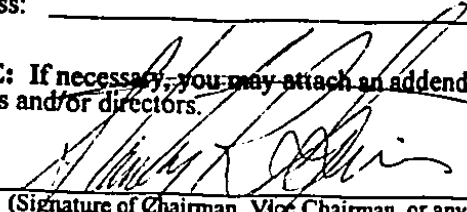
Address: Juan Les Pins, St. Leonard's Road

Thames Ditton, Surrey KT7 ORP England

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. Stanley R. Spires
(Typed or printed name and capacity of person signing application)

96 MAY 31 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE COMPANIES ACT 1985

Company No. 345981

The Registrar of Companies for England and Wales hereby certifies that

SPIRES SPORTS LIMITED (originally called **S.A. SPIRES LIMITED** which name was changed by special resolution and with the approval of the Board of Trade on 4th March 1969 to **SPIRES SPORTS LIMITED**) was incorporated under the Companies Act 1929 as a limited company on 7th November 1938.

The Registrar further certifies that according to the documents on the file of the company:-

- a) **STANLEY ROY SPIRES** and **SANDRA ANNE SPIRES** are the directors of the company,
- b) **STANLEY ROY SPIRES** is the secretary of the company,
- c) the situation of the registered office of the company is **JUAN LES PINS, ST. LEONARDS ROAD, THAMES DITTON, SURREY KT7 ORP.**

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.*****

Given at Companies House, Cardiff, the 15th May 1996

P. Gartside

P. GARTSIDE

for the Registrar of Companies

9 MAY 31 AM 1996
SECRETARY OF STATE
TALLHISSE
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