

F96000005843

Jacob Gerhardt USA, Inc.

October 31, 1996

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

200001995622--4
-11/05/96--01036--018
*****70.00 *****70.00

Dear Madam or Sir:

Enclosed please find an Application for Authorization to Transact Business in Florida. It has been filled out in its entirety to the best of my ability. I have also enclosed an overnight label to expedite the return of the letter of acknowledgement as provided by your office.

I appreciate all of the assistance that your office has given me in the execution of this form.

If I may be of any assistance with this application, please do not hesitate to contact me.

With Regards,


Karena Ganem

96 NOV -5 AM 10:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

1337 West Colonial Dr.
Orlando
FL 32804
(407) 839-0955
(800) 694-9463
Fax (407) 481-9663

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Jakob Gerhardt USA 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:

Michael A. Paasch
(Name of Person)

Mayer & Herbert P.A.
(Firm/Company)

P.O. Box 2854 Suite 100
(Address)
2 Landmark Center 225 E. Robinson St.
Orlando FL 32802-2854
(City/State/Zip)

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

Michael A. Paasch at 407, 425-9044
(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. JAKOB COERHARDT USA, 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. 33-0714025
(FBI number, if applicable)
4. JANUARY 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 817.155))
7. 1337 W. Colonial DR.
Orlando FL 32804
(Current mailing address)
8. marketing / Advertising
(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: Michael A. Pasach
c/o Mayer & Harbert
Office Address: 225 E. Robinson St
Orlando, Florida, 32802-2854
(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.

[Signature]

(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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: FONDA HOPKINS

Address: 2028 CORALVIEW
SAN DIEGO, CA 92110

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: HERBERT LECKERT

Address: 9 OBERNHAUSER WEG
NIEDERNHAUSEN, GERMANY 65527

Vice President: FONDA HOPKINS

Address: 2028 CORALVIEW
SAN DIEGO, CA 92110

Secretary: FONDA HOPKINS

Address: SEE PREVIOUS LISTING

Treasurer: FONDA HOPKINS

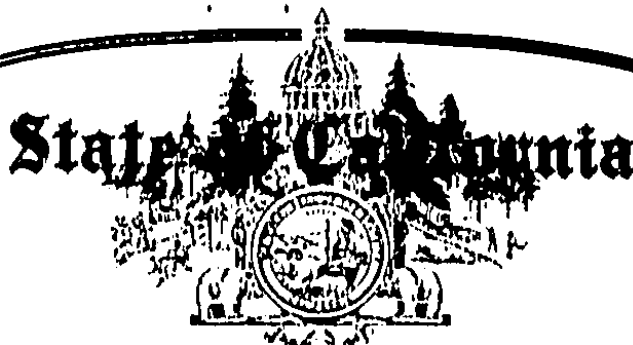
Address: SEE PREVIOUS LISTING

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

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

14. FONDA HOPKINS VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

C1927851

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That on the 20TH day of JANUARY, 19 95,

JAKOB GERHARDT U.S.A. 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 day of

OCTOBER 22, 1996



Bill Jones

Secretary of State