

TRANSMITTAL LETTER

F980000001070

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: THE BROWN GROUP, INC.

(Name of corporation - must include suffix)

600002344216-7

11/12/97-01025-004

*****70.00 *****70.00

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:

W97-25588
p. 547

BARRY RUDER

(Name of Person)

RUDOLPH, PALITZ, LLP

(Firm/Company)

620 W. GERMANTOWN AVE. SUITE 400

(Address)

PLYMOUTH MEETING, PA 19462

(City, State and Zip Code)

700002427527-6

-02/11/98-01043-001

***3886.25 ***3886.25

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

BARRY RUDER

at 610-941-0900

(Name of Person)

Area Code & Daytime Telephone Number

700002427527-6

-11/12/97-01025-004

*****70.00 *****70.00

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/TaxLien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700002427527-6

-03/02/98-01001-001

*****30.00 *****30.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 25 AM 9:27



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 12, 1997

BARRY RUDER
RUDOLPH, PALITZ, LLP
620 W. GERMANTOWN AVE. SUITE 400
PLYMOUTH MEETING, PA 19462

SUBJECT: THE BROWN GROUP, INC.
Ref. Number: W97000025588

We have received your document for THE BROWN GROUP, 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 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.

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$14,386.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please feel free to call us at the number below to do a preliminary check on any

name you wish to adopt.

Please note that you need complete only the highlighted lines of the attached charter tax worksheet. Please do complete the top line and then A-D below it.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 197A00054393



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

2nd

January 23, 1998

WALTER BROWN, PRESIDENT
THE BROWN GROUP, INC.
1823 E. LARUA STREET
PENSACOLA, FL 32501

RECEIVED

JAN 30 1998

SUBJECT: THE BROWN GROUP, INC.
Ref. Number: W97000025588

Office of General Counsel
Department of State

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for THE BROWN GROUP, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1984. You were notified by letter dated November 12, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$14386.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Lee Rivers
Document Examiner Letter No. 398A00003852

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 11, 1998

WALTER BROWN, PRESIDENT
THE BROWN GROUP, INC.
1823 E. LARUA STREET
PENSACOLA, FL 32501

SUBJECT: THE BROWN GROUP, INC.
Ref. Number: W97000025588

We have received your document for THE BROWN GROUP, INC. and your check(s) totaling \$3886.25. However, the document has not been filed and is being retained in this office for the following:

Assistant General Counsel Gerard York has recommended that, upon payment of the appropriate charter taxes, your corporation be authorized. Enclosed is a copy of our letter of November 12, 1997, with instructions regarding this tax; we also enclose a new, blank charter tax worksheet for you to complete and submit. Once we receive your worksheet we will calculate and inform you of the charter tax owed.

Please also note that your corporate name is unavailable for use in Florida, as noted in our previous letter. Enclosed is a new, blank resolution form.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 998A00007869



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 18, 1998

WALTER BROWN, PRESIDENT
THE BROWN GROUP, INC.
1823 E. LARUA STREET
PENSACOLA, FL 32501

SUBJECT: THE BROWN GROUP, INC.
Ref. Number: W97000025588

We are in receipt of your charter tax worksheet and name resolution. The charter tax due is \$30.00. Please remit the check to my attention, and I will immediately file your authorization.

If you have any questions concerning the filing of your document, please call Lee Rivers at (850) 487-6958.



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 9, 1998

RE: Brown Group, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that, upon payment of the appropriate charter taxes, this file be closed. Corporation has paid outstanding report fees from 1984 of \$1386.25 and foreign non-qualified penalties of \$ 2500.00 assessed in a lump sum to avoid litigation. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended that, upon payment of the appropriate charter taxes, corporation be issued a certificate of authority.

/gty

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned WALTER F BROWN, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

THE BROWN GROUP INC.
(Corporate Name)a corporation duly organized and existing under the laws of the State of NEW JERSEY.was duly adopted on FEBRUARY 17, 19 98.Be it resolved, that THE BROWN GROUP INC,
(Corporate Name)organized and existing in the State of NEW JERSEY, hereby adopts the nameTHE WALTER BROWN GROUP INC. for use in Florida.Dated: 2/17/98

Signature of either Chairman, Vice Chairman or any officer

President

WALTER F BROWN

Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 9:27

Florida Department of State, Sandra B. Mortham, Secretary of State

THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN TRANSACTING BUSINESS IN FLORIDA PRIOR TO QUALIFICATION TO DETERMINE CHARTER TAX THAT MUST BE PAID.

Authorized number of shares (itemized by class and par value) the corporation had when it first transacted business in Florida. If shares have no par value, enter "NPV" and the number of shares.

TEN SHARES, NO PAR VALUE (NPV)

"VALUE" may be defined in any terms consistent with generally accepted accounting principles.

- A. Estimated value of all property owned by Corporation for the year it first transacted business in Florida, wherever located. \$ 50,000
- B. Estimated Gross amount of business transacted by the Corporation for the year it first transacted business in Florida. \$ 150,000
- C. Estimated Value of all property in Florida owned by the Corporation for the year it first transacted business in Florida. \$ 50,000
- D. Estimated Gross amount of business transacted in Florida by the Corporation during the year it first transacted business in Florida. \$ 10,000
- E. TOTAL of "A" and "B" \$ _____
- F. TOTAL of "C" and "D" \$ _____
- G. DIVIDE "F" by "E" \$ _____
- H. Corporations with par value stock:
Multiply "G" and Authorized Shares and their par value. \$ _____
- I. Corporations with no par value stock:
Multiply "G" by Total Authorized Shares. \$ _____

THIS SECTION IS FOR OFFICE USE ONLY AND IS TO BE COMPLETED BY DOCUMENT EXAMINER UPON QUALIFICATION

Document # _____

Corporation Name _____

Penalty Paid for Year (19) _____

Charter Tax Paid _____

AR Fee Paid for Year (19) _____

98 FEB 25 AM 9:27

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. THE BROWN 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. NEW JERSEY

(State or country under the law of which it is incorporated)

3. 22-2246079

(FEI number, if applicable)

4. 05/01/79

(Date of Incorporation)

5. PERPETUAL

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

6. 01/01/84

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

7. 1823 EAST LARUA STREET

PENNSACOLA, FL 32501

(Current mailing address)

8. EDP CONSULTING

(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: WALTER F. BROWN

Office Address: 1823 EAST LARUA STREET

PENNSACOLA, Florida, 32501

(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.


(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.

98 FEB 15 AM 9:27
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: _____

Address: _____

Director: _____

Address: _____

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

President: WALTER BROWN

Address: 1823 E. LARUA STREET

PENNSACOLA, FL 32501

Vice President: _____

Address: _____

Secretary: SARAH BROWN

Address: 1823 E. LARUA STREET

PENNSACOLA, FL 32501

Treasurer: _____

Address: _____

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

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

14. WF BROWN PRESIDENT
(Typed or printed name and capacity of person signing application)

FILE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 9:27

*STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING*

*THE BROWN GROUP, INC.
With the Previous or Alternate Name
THE POTPOURRI*

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on March 8, 1979.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Joanna S Burris Esq
Blason II 505 S. Lenola Road
Moorestown, NJ 08057*

Continued on next page . . .

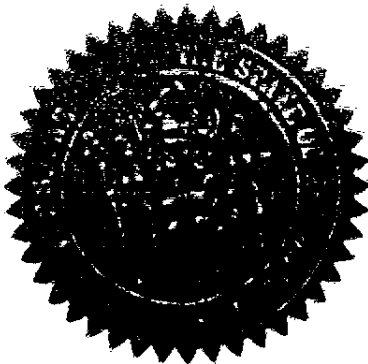
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

THE BROWN GROUP, INC.
With the Previous or Alternate Name
THE POTPOURRI

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
30th day of April, 1997



Lonna R. Hooks

LONNA R HOOKS
Secretary of State

98 FEB 25 AM 9:27

DEPARTMENT OF STATE