

F 980000001194
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: DOUGLAS SALES MANAGEMENT, INC.

(Name of corporation - must include suffix)

900002432289--4

-02/17/98--01014--001

*****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:

W98-3516

DOUGLAS H. DITTRICK

(Name of Person)

DOUGLAS SALES MANAGEMENT, INC.

(Firm/Company)

201 ROCK ROAD, SUITE 205

(Address)

GLEN ROCK, NEW JERSEY 07452

(City/State/Zip)

7p

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

DOUGLAS H. DITTRICK

(Name of Person)

at (201) 444-1700

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

98 MAR -2 PM 3:15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WARD AND SMITH, P.A.
ATTORNEYS AT LAW

120 WEST FIRE TOWER ROAD
POST OFFICE BOX 8088
GREENVILLE, N.C. 27835-8088
TELEPHONE (919) 355-3030
FACSIMILE (919) 756-3689

UNIVERSITY CORPORATE CENTER
127 RACINE DRIVE
POST OFFICE BOX 7068
WILMINGTON, N.C. 28408-7068
TELEPHONE (910) 392-5100
FACSIMILE (910) 392-2333

1001 COLLEGE COURT
POST OFFICE BOX 867
NEW BERN, N.C. 28563-0867

TELEPHONE (919) 633-1000
FACSIMILE (919) 636-2121

SUITE 2400
TWO HANNOVER SQUARE
FAYETTEVILLE STREET MALL
POST OFFICE BOX 2091
RALEIGH, N.C. 27602-2091
TELEPHONE (919) 836-1800
FACSIMILE (919) 836-1507

February 10, 1998

Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32312

RE: Douglas Sales Management, Inc.
Our File 98-0002(A)

Dear Ladies and Gentlemen:

Please find enclosed an application by foreign corporation for authorization to transact business in Florida from Douglas Sales Management, Inc., a certificate of existence from the State of Delaware, and a check for \$70.00 which are submitted to register the above-referenced foreign corporation to transact business in Florida.

I have enclosed a self-addressed, postage prepaid envelope to expedite your processing. If you have any questions or concerns regarding this application or these documents, please do not hesitate to call.

Yours very truly,


Catherine Ricks Piwowarski

CRP:mts
NBMAIN\313324.1

Enclosures

cc: Ms. Mary Ann Irving
Mr. Jay E. Ricks



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1998

DOUGLAS H. DITTRICK
DOUGLAS SALES MANAGEMENT, INC.
201 ROCK ROAD, SUITE 205
GLEN ROCK, NJ 07452

SUBJECT: DOUGLAS SALES MANAGEMENT, INC.
Ref. Number: W98000003516

We have received your document for DOUGLAS SALES MANAGEMENT, 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):

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 498A00008994

WARD AND SMITH, P.A.
ATTORNEYS AT LAW

120 WEST FIRE TOWER ROAD
POST OFFICE BOX 8088
GREENVILLE, N.C. 27835-8088
TELEPHONE (919) 355-3030
FACSIMILE (919) 756-3689

UNIVERSITY CORPORATE CENTER
127 RACINE DRIVE
POST OFFICE BOX 7068
WILMINGTON, N.C. 28406-7068
TELEPHONE (910) 392-5100
FACSIMILE (910) 392-2333

1001 COLLEGE COURT
POST OFFICE BOX 867
NEW BERN, N.C. 28563-0867

TELEPHONE (919) 633-1000
FACSIMILE (919) 636-2121

SUITE 2400
TWO HANNOVER SQUARE
FAYETTEVILLE STREET MALL
POST OFFICE BOX 2091
RALEIGH, N.C. 27602-2091
TELEPHONE (919) 836-1800
FACSIMILE (919) 836-1507

February 26, 1998

Mr. Lee Rivers
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Douglas Sales Management, Inc.
Your Reference W98000003516
Our File 98-0002(A)

Dear Mr. Rivers:

I apologize for sending the enclosed document incomplete previously. I have filled in the addresses for each officer and director of Douglas Sales Management, Inc. The address for Vice President Owen L. Cox, Jr. is a Post Office Box. I have written (N/A) beside the box number as instructed in your letter.

I have enclosed a self-addressed, postage prepaid envelope for your convenience. If you have any questions or concerns regarding this document, please do not hesitate to call.

Yours very truly,



Catherine Ricks Piwowarski

CRP:kml
NBMAIN\315056.1
Enclosure
cc: Ms. Maryann Irving
Mr. Jay E. Ricks

**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. DOUGLAS SALES MANAGEMENT, 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 3. 22-3377860
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JUNE 1, 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY 12, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 201 ROCK ROAD, SUITE 205
GLEN ROCK, NEW JERSEY 07452
(Current mailing address)
8. TRANSACTION OF BUSINESS IN FLORIDA
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: LLOYD PICKETT
- Office Address: DOUGLAS SALES MANAGEMENT, INC.
1280 E. CLEVELAND
FLCW5650, Florida, 33755
CLEARWATER (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.

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: JAY E. RICKS
Address: 425 ROSEMEADE LANE
NAPLES, FLORIDA 33999

Vice Chairman: _____

Address: _____

Director: DOUGLAS H. DITTRICK

Address: 364 MANCHESTER ROAD

RIDGEWOOD, NJ 07450

Director: _____

Address: _____

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

President: DOUGLAS H. DITTRICK

Address: 364 MANCHESTER ROAD

RIDGEWOOD, NJ 07450

Vice President: OWEN L. COX, JR.

Address: BIG WALKER MOUNTAIN, BOX KK (N/A)

SALTVILLE, VA 24370

Secretary: MARYANN IRVING

Address: 15 WATERFORD DRIVE

MONTVILLE, NJ 07045

Treasurer: N/A

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. DOUGLAS H. DITTRICK

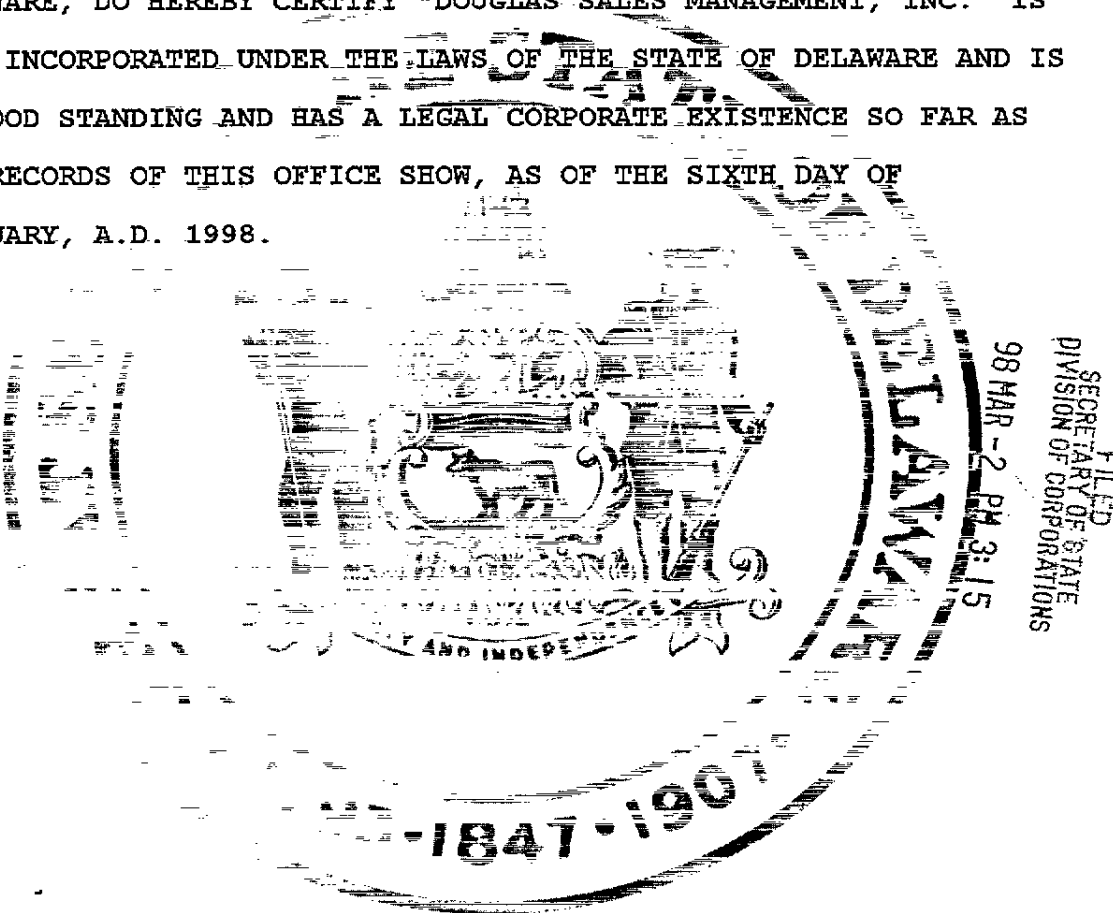
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 PM 3:15

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOUGLAS SALES MANAGEMENT, 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 SIXTH DAY OF FEBRUARY, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2512614 8300

DATE: 8907140

981034942

02-06-98