

TRANSMITTAL LETTER

F980000001337

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Camelot Southeast Region, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

W98-2909

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:

Susan Craven

(Name of Person)

Camelot Southeast Region, Inc.

(Firm/Company)

8000 Freedom Ave. NW

(Address)

North Canton, OH 44720

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

Susan Craven

(Name of Person)

at (330) 494-2282

(Area Code & Daytime Telephone Number)

3/10

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-02/09/98-01127-006

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

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 10, 1998

SUSAN CRAVEN
CAMELOTT SOUTHEAST REGION, INC.
8000 FREEDOM AVE., N.W.
NORTH CANTON, OH 44720

SUBJECT: CAMELOT SOUTHEAST REGION, INC.
Ref. Number: W98000002909

We have received your document for CAMELOT SOUTHEAST REGION, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 398A00007503



March 5, 1998

Attn: Freda Lott
Florida Dept. of Revenue, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Camelot Southeast Region, Inc.
Ref. Number W98000002909

Dear Ms. Lott:

It has just come to our attention that our application for Certificate of Authority for Camelot Southeast region, Inc. filed February 6, 1998, was in error with reference to the commencement date of 1/27/97. The actual date that business commenced in the state was 1/27/98. Please change your records to reflect this information.

If any further information is needed, please contact me at Ext. 1333 or Jackie Barbour at Ext. 1370.

Sincerely,

A handwritten signature in cursive script that reads "Susan Craven".

Susan Craven
Asst. Secretary

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SECRETARY OF STATE

On this 5th day of March, 1998, personally appeared before me Susan Craven, who being by me first duly sworn declared that she is the Assistant Secretary of the above named corporation, and that the statements contained therein are true.

A handwritten signature in cursive script that reads "Nancy Porter".
Notary

NANCY PORTER
Notary Public, State of Ohio
My Commission Expires April 8, 2001



January 27, 1998

RE: Camelot Southeast Region, Inc.
Application for Certificate of Authority

To whom it may concern:

Please be advised that Camelot Southeast Region, Inc. is a subsidiary of Camelot Music, Inc. which has been qualified to do business in your state for a number of years. As a subsidiary of Camelot Music, Inc., Camelot Southeast Region, Inc. has our permission to use the name "Camelot" or "Camelot Music" in any way it is deemed necessary for business purposes.

Sincerely,

Camelot Music, Inc.

A handwritten signature in cursive script, appearing to read "Susan Craven".

Susan Craven
Asst. Secretary

Camelot Music, Inc.

A handwritten signature in cursive script, appearing to read "Lee Ann Thorn".

Lee Ann Thorn
Vice President

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:jb

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. Camelot Southeast Region, 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. 34-1854120

(FEI number, if applicable)

4. 12/24/97

(Date of Incorporation)

5. Perpetual

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

6. 1/27/97

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817. F.S.))

7. 8000 Freedom Ave. NW

North Canton OH 44720-0169

(Current mailing address)

8. Retail sales of compact discs, tapes, and accessories.

(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: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Florida, 33324

(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.

Charlotte Renee Cruz
(Registered agent's signature)
Charlotte Renee Cruz, Asst. Secretary

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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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: James Bonk

Address: 8000 Freedom Ave. NW
North Canton, OH 44720

Vice Chairman:

Address:

Director: Jack Rogers

Address: 8000 Freedom Ave. NW
North Canton, OH 44720

Director: Lee Ann Thorn

Address: 8000 Freedom Ave. NW
North Canton, OH 44720

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

President: James Bonk

Address: 8000 Freedom Ave. NW
North Canton, OH 44720

Vice President: Jack Rogers

Address: 8000 Freedom Ave. NW
North Canton, OH 44720

Asst.

Secretary: Susan Craven

Address: 8000 Freedom Ave. NW
North Canton, OH 44720

Treasurer: Lee Ann Thorn

Address: 8000 Freedom Ave. NW, North Canton, OH 44720

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

13. Susan Craven

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

14. Susan Craven, Asst. Secretary

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 "CAMELOT SOUTHEAST REGION, 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 JANUARY, A.D. 1998.

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SECRETARY OF STATE
WILMINGTON, DELAWARE



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8884951

DATE: 01-26-98