

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002475358--6

-04/01/98--01061--007

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

CM International Shoppes, Inc.

98 APR -1 PM 1:00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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Updater

Verifier

Acknowledgment

W.P. Verifier

APR 04 1998

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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. CM International Shoppes, 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. Maryland
(State or country under the law of which it is incorporated)
3. pending
(FEI number, if applicable)
4. March 24, 1998
(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 817.156, F.S.))
7. 11200 Rockville Pike, Rockville, Maryland 20852
(Current mailing address)
8. To engage in any or all lawful business for which corporations may be organized under the Maryland General Corporation Law.
(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:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

AD Hamilton, Asst Secy
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
CM International Shoppes, Inc.**

1. H. William Willoughby
11200 Rockville Pike
Rockville, Maryland 20852
2. William B. Dockser
11200 Rockville Pike
Rockville, Maryland 20852
3. Cynthia O. Azzara
11200 Rockville Pike
Rockville, Maryland 20852

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Appendix to Florida
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**Officers of
CM International Shoppes, Inc.**

1. William B. Dockser, Chairman of the Board
11200 Rockville Pike
Rockville, Maryland 20852
2. H. William Willoughby, President
11200 Rockville Pike
Rockville, Maryland 20852
3. Andrew P. Blocher, Director of Capital Markets
11200 Rockville Pike
Rockville, Maryland 20852
4. Brian L. Hanson, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
5. Douglas L. Cooper, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
6. Susan B. Bailey, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
7. Donald R. Drew, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
8. David B. Iannarone, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
9. Cynthia O. Azzara, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
10. Frederick J. Burchill, Exec. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
11. Gene LaTour, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
12. Bill Ceconi, Asst. Vice President
11200 Rockville Pike

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor

Rockville, Maryland 20852

13. Maribeth Stahl, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
14. Jacqueline Mackey, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
15. Lea Land, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
16. Kathryn Parks, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
17. Judy Rishel, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
18. Vicki Speights, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
19. Kathleen M. Blank, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
20. Sharilyn Green, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
21. James Cahill, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
22. Karen Zale, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
23. Dan Warcholak, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
24. Jamie Sapp, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
25. Nancy Currier, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor

26. John Snow, Director
11200 Rockville Pike
Rockville, Maryland 20852
27. Dawn Bowman, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
28. Paula Reuther, Director
11200 Rockville Pike
Rockville, Maryland 20852
29. Nikole Sheridan, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
30. Gregory Akins, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
31. Ken Cusick, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
32. Mona McLaughlin, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
33. Patricia Daugherty, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
34. Roger Ostrem, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
35. Don Erb, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
36. John Gavello, Director
11200 Rockville Pike
Rockville, Maryland 20852
37. Jim Sterling, Director
11200 Rockville Pike
Rockville, Maryland 20852
38. Gary Houston, Director
11200 Rockville Pike
Rockville, Maryland 20852
39. Michael Murphy, Director
11200 Rockville Pike

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Rockville, Maryland 20852

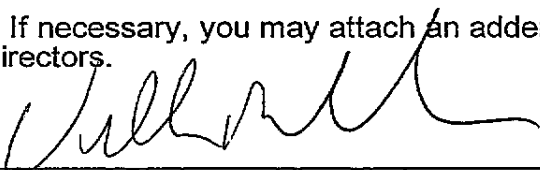
40. William Gartner, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
41. Daniel Kerner, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
42. Jeanneen Mendell, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
43. Janice Bird, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
44. Larry Tolbert, Director
11200 Rockville Pike
Rockville, Maryland 20852
45. N. Gayle Mobley, Director
11200 Rockville Pike
Rockville, Maryland 20852
46. Richard Gibson, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
47. Paul Richardson, Director
11200 Rockville Pike
Rockville, Maryland 20852

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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. William B. Dockser, Chairman _____
(Typed or printed name and capacity of person signing application)

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STATE OF MARYLAND

619046

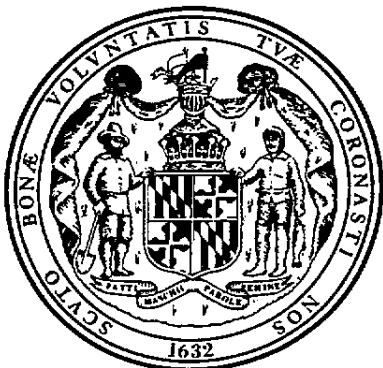
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CM INTERNATIONAL SHOPPES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 30TH DAY OF MARCH, 1998.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I