

F98000002387

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GLOBAL DISTRIBUTORS, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

400002368214--5
-12/10/97--01066--003
*****70.00 *****70.00

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:

W47-27606

ARTHUR P. ZETLAN

(Name of Person)

400002368214--5
-04/17/98--01111--001
***2065.00 ***2065.00

GLOBAL DISTRIBUTORS, INC.

(Firm/Company)

3500 45th Street, Suite 17

(Address)

West Palm Beach, Florida 33407

(City/State/Zip)

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

Anita

Arthur P. Zetlan

(Name of Person)

at

(561) 586-6363
(561) 688-2559

(Area Code & Daytime Telephone Number)

9/4/27
98 APR 27 PM 2:52
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

SHERBURNE, POWERS & NEEDHAM, P.C.

ONE BEACON STREET ♦ BOSTON ♦ MASSACHUSETTS 02108

TELEPHONE (617) 523-2700 ♦ FACSIMILE (617) 523-6850

JOHN T. COLLINS
ALLAN J. LANDAU
STEPHEN A. HOPKINS
ALAN I. FALK
C. THOMAS SWAIM
JAMES POLLOCK
WILLIAM V. TRIPP III
STEPHEN S. YOUNG
WILLIAM F. MACHEN
W. ROBERT ALLISON
PHILIP J. NOTOPOULOS
RICHARD J. HINDLIAN
PAUL E. TROY
HAROLD W. POTTER, JR.
PHILIP S. LAPATIN
PAMELA A. DUCKWORTH
BENJAMIN VOLINSKI

THOMAS W. HUANG
MARK SCHONFELD
JAMES D. SMEALLIE
PAUL KILLEN
GORDON P. KATZ
JOSEPH B. DARBY III
RICHARD M. YANOFKY
JAMES E. McDERMOTT
KENNETH P. BRIER
RUSSELL L. CHIN, P.C.
STEVEN H. WRIGHT, P.C.
ROBERT V. LIZZA
MIRIAM GOLDSTEIN ALTMAN
JOHN J. MONAGHAN
MARGARET J. PALLADINO
MARK C. MICHALOWSKI
DAVID SCOTT SLOAN

M. CHRYSA LONG
LAWRENCE D. BRADLEY
MIRIAM J. McKENDALL
DIANNE R. PHILLIPS
PAUL M. JAMES
THEODORE F. HANSELMAN
JOSHUA C. KRUMHOLZ
IEUAN G. MAHONY
CYNTHIA A. BROWN
CYNTHIA M. HERN
MEREDETH A. BEERS
JEFFREY J. NIX
KENNETH L. HARVEY
CHRISTOPHER J. TROMBETTA
DOUGLAS W. CLAPP
PAUL G. LANNON, JR.
JOHN P. OCKERBLOOM

DANIEL G. RUSSO*
GLENN E. DEEGAN
TAMARA E. GOULSTON
NICHOLAS J. PSYHOGEOS
EDWARD J. NAUGHTON
LAURIE TRIBBLE SHEPT
CYNTHIA L. HALLOCK
ANDREA PAPANEX
BRIAN R. POPIEL

COUNSEL
HAIG DER MANUELIAN
KARL J. HIRSHMAN
DALE R. JOHNSON
*ONLY ADMITTED IN NH

December 2, 1997

Office of the General Counsel
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Global Distributors, Inc.

Dear Sir or Madam:

Request is hereby made for a waiver or reduction of the penalty which would otherwise be due from Global Distributors, Inc., a Massachusetts corporation, for failure to file an Application for a Certificate of Authority in a timely manner. Such failure was inadvertent and not due to any desire to avoid the requirements of the Florida Statutes. The corporation mistakenly believed that registration with the Florida state taxing authorities was sufficient to fulfill its obligations to the State of Florida.

Thank you for your kind attention to this matter. Any consideration you can provide will be most appreciated.

Sincerely yours,

SHERBURNE, POWERS & NEEDHAM, P.C.

Allan J. Landau

AJL/gwt

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1997

ARTHUR P. ZETLAN
GLOBAL DISTRIBUTORS, INC.
3500 45TH ST., STE. 17
WEST PALM BEACH, FL 33407

SUBJECT: GLOBAL DISTRIBUTORS, INC.
Ref. Number: W97000027606

RECEIVED

DEC 12 1997

Office of General Counsel
Department of State

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DIVISION OF CORPORATIONS
98 APR 27 PM 2:52

We have received your document for GLOBAL DISTRIBUTORS, 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):

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.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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 \$3565.00.

We have forwarded your letter requesting a reduction of the penalty fees to our general counsel's office for consideration. Please make the corrections to your application and wait for a response concerning the penalty fees.

If you have any questions concerning the filing of your document, please call
(850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 197A00058240



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 617-523-6850

Please deliver the following pages to:

NAME: Allan J. Landau

COMPANY: Sherburne, Powers & Needham, P.C.

CITY/STATE: Boston, Massachusetts

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 12/12/97 4:39 PM

NUMBER OF PAGES (including transmittal sheet): 2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This is communication is in response to your December 2, 1997 letter. I would offer to settle the issue of foreign non-qualified penalties and annual report fees due from Global Distributors, Inc., for the sum of \$2065, reflecting annual report fees from 1994 in the amount of \$565, and penalties of \$1500.00 for the same period assessed at the statutory minimum of \$500 per year.

Upon receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Global Distributors, Inc., a Certificate of Authority to transact business in Florida. Please

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**mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol,
Tallahassee, Florida 323990250.**

Please do not hesitate to contact me should you have any further questions.

If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: 617-523-6850

Please deliver the following pages to:

NAME: Allan J. Landau

COMPANY: Sherburne, Powers & Needham, P.C.

CITY/STATE: Boston, Massachusetts

SENDER: Gerard York, Esq.,
Assistant General Counsel

DATE/TIME: 03/04/98 3:37 PM

NUMBER OF PAGES (including transmittal sheet): 3

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: Please be advised that I am still awaiting a response to my facsimile of December 12, 1997. I would appreciate your immediate attention to this. Thank you.

If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER:561-586-0655

Please deliver the following pages to:

NAME:Scott

COMPANY:Global Distributors

CITY/STATE:West Palm Beach, Florida

SENDER: Gerard York, Esq.,
Assistant General Counsel

DATE/TIME: 04/13/98 2:53 PM

NUMBER OF PAGES (including transmittal sheet):10

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS:Per our call. This matter requires immediate attention, or litigation will proceed.

If there are any problems in receiving this transmission, call Sherry at 850/414-5536 or Suncom 994-5536.

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GLOBAL DISTRIBUTORS GROUP, INC.

April 15, 1998

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APR 16 1998

Office of General Counsel
LL-10
The Capitol
Tallahassee, Florida 32399-0250

Office of General Counsel
Department of State

ATT: Gerald T. York

Dear Mr. York:

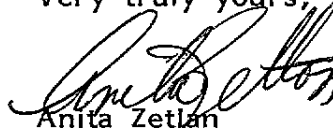
Per telephone conversation, enclosed please find our check in the amount of \$2065.00 for moneys due The State of Florida for fees and penalties relating to the filing of a foreign corporation.

Please have the appropriate individual at the Department of Corporations give me a call relating to our filing of the paperwork for becoming a foreign corporation and the name we wish to use. I had spoken with them when we originally filed, but would like to go over the names that are available to us as Global Distributors, Inc. was not available.

Also, in the future, for any business relating to our corporation, please call me directly and not our attorneys.

Thank you for your attention to this matter.

Very truly yours,


Anita Zetlan
Vice President

AZ/a
encl.

FILED
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DIVISION OF CORPORATIONS
98 APR 27 PM 2:52

820 N. 8th Street, Suite #4
Lantana, FL 33462-1666
TEL (800) 325-1740 (561) 586-6363
FAX (800) 367-3370 (561) 586-0655



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 16, 1998

RE: Global Distributors, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1994 of \$565.00 and foreign non-qualified penalties of \$ 1500.00 assessed at the statutory minimum of \$500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gtv

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98 APR 27 PM 2:52



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 17, 1998

ANITA ZETLAN
GLOBAL DISTRIBUTORS GROUP, INC.
820 N. 8TH ST., STE. #4
LANTANA, FL 33462-1666

SUBJECT: GLOBAL DISTRIBUTORS, INC.
Ref. Number: W97000027606

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DIVISION OF CORPORATIONS
98 APR 27 PM 2:52

We have received your document for GLOBAL DISTRIBUTORS, INC. and your check(s) totaling \$2065.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application was returned to you with our letter of December 11, 1997, for corrections. These corrections still need to be made before the application can be filed.

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.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00020796



GLOBAL DISTRIBUTORS GROUP, INC.

April 22, 1998

Florida Department of State
Division of Corporations
ATT: Jennifer Sindt, Document Examiner
409 E. Gaines Street
Tallahassee, Florida 32399

REF. # W97000027606

Dear Ms. Sindt:

Enclosed please find corrected application for authorization to transact business as a foreign corporation, along with the appropriate resolution of board of directors.

Trust that all is in order now and appropriate notification will be forthcoming.

Very truly yours,


Anita Zetlan
Vice President

AZ/a
encl.

98 APR 27 PM 2:52
SECRETARY OF STATE
DIVISION OF CORPORATIONS

820 N. 8th Street, Suite #4
Lantana, FL 33462-1666
TEL (800) 325-1740 (561) 586-6363
FAX (800) 367-3370 (561) 586-0655

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned ANITA ZETLAN, do hereby certify
(Name)

that this Resolution of the Board of Directors of GLOBAL DISTRIBUTORS, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of MASSACHUSETTS,

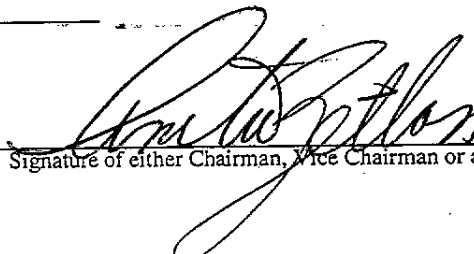
was duly adopted on DECEMBER 31,, 19⁹⁷.

Be it resolved, that GLOBAL DISTRIBUTORS, INC.,
(Corporate Name)

organized and existing in the State of MASSACHUSETTS, hereby adopts the name

GLOBAL DISTRIBUTORS, INC. OF MASSACHUSETTS for use in Florida.

Dated: 4/22/98


Signature of either Chairman, Vice Chairman or any officer

ANITA ZETLAN

Type or print name

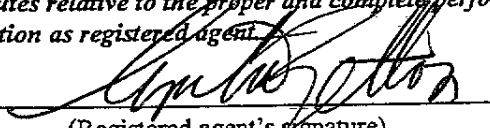
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. GLOBAL DISTRIBUTORS, 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. MASSACHUSETTS 3. 042776785
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. DECEMBER 6, 1982 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. AUGUST 2, 1994
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. ~~3500 45th Street, Suite 17~~ 820 N. 8th Street, Suite # 4
~~West Palm Beach, Florida 33407~~ Lantana, Florida 33462
(Current mailing address)
8. Wholesale Distributor
(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: Anita Zetlan
- Office Address: 359 East Ocean Avenue
Lantana, Florida, 33462
(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.

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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: ARTHUR P. ZETLAN

Address: 359 East Ocean Avenue

Lantana, Florida 33462

Vice President: Scott A. Zetlan

Address: 618 Buttonwood Lane

Boynton Beach, Florida 33435

Secretary: Anita Zetlan

Address: 359 East Ocean Avenue

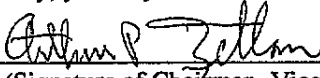
Lantana, Florida 33462

Treasurer: _____

Address: _____

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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. Arthur P. Zetlan, President
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 2, 1997

To Whom It May Concern :

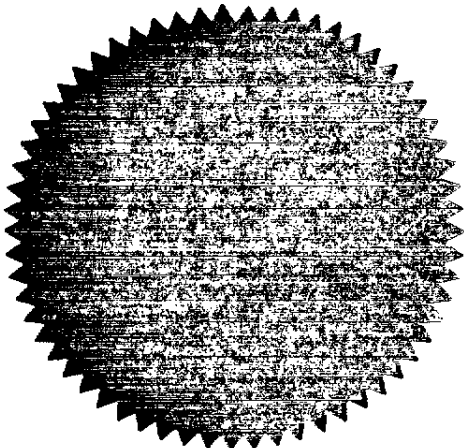
I hereby certify that,

Global Distributors, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **January 3, 1983.**

I also certify that so far as appears of record here, said corporation still has legal existence.

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DIVISION OF CORPORATIONS
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In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

JBM

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.