

F98000003085

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: OVERLAND MANAGEMENT CORPORATION  
(Name of corporation - must include suffix)

Dear Sir or Madam:

300002527623--6  
-05/18/98--01099--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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:

W98-11328

SHERY POPEJOV  
(Name of Person)

OVERLAND MANAGEMENT CORPORATION  
(Firm/Company)

4901-A WINDPLAY DR.  
(Address)

EL DORADO HILLS, CA. 95762  
(City/State/Zip)

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

TAMMY RICHCHI at ( 916 ) 933-4525 EXT 328  
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS  
98 JUN - 1 PM 1:50

mtm

6/1

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 19, 1998

SHERRY POPEJOY  
OVERLAND MANAGEMENT CORPORATION  
4961-A WINDPLAY DR.  
EL DORADO HILLS, CA 95762

SUBJECT: OVERLAND MANAGEMENT CORPORATION  
Ref. Number: W98000011328

We have received your document for OVERLAND MANAGEMENT CORPORATION and your check(s) totaling \$78.75. 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.

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) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 598A00027794

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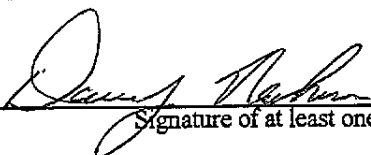
FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned DANIEL J. NAHMENS, do hereby certify  
that this Resolution of the Board of Directors of OVERLAND MANAGEMENT  
CORPORATION  
a corporation duly organized and existing under the laws of the State of MASSACHUSETTS,  
was duly adopted on MARCH 1, 19 89.

Resolved, that OVERLAND MANAGEMENT CORPORATION, organized  
and existing in the State of MASSACHUSETTS, hereby adopts the  
name OVERLAND TRADING COMPANY  
for use in Florida.

Dated: 5/26/98

  
Signature of at least one director

INHS19(3/95)

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DIVISION OF CORPORATIONS  
98 JUN - 1 PM 4:50

# 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. OVERLAND MANAGEMENT CORPORATION  
(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  
(State or country under the law of which it is incorporated)
3. 04-3037029  
(FEI number, if applicable)
4. 3/1/89  
(Date of incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT OPENED YET  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4961-A WINDPLAY DR.  
EL DORADO HILLS, CA. 95742  
(Current mailing address)
8. RETAIL FOOTWEAR & ACCESORIES (SALE OF)  
(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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

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## 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.

C. Morales  
C. Morales  
Special Asst. Secretary  
(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: SEE ATTACHED

Address: 4961-A WINDPLAY DR.  
EL DORADO HILLS, CA. 95762

Vice Chairman: - ALL OFFICERS & DIRECTORS HAVE THE

Address: SAME ADDRESS.

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

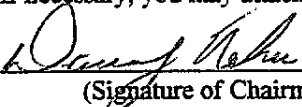
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. Daniel J. Nehmers VP-Finance  
(Typed or printed name and capacity of person signing application)

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## OTC

### OFFICERS:

GREGORY M. KILGORE/PRESIDENT, CHIEF OPERATING OFFICER AND DIRECTOR  
DANIEL J. NAHMENS/VICE PRESIDENT-FINANCE, CHIEF FINANCIAL OFFICER, TREASURER AND SECRETARY  
JOHN E. WILKINSON/EXECUTIVE VICE PRESIDENT-MARKETING  
DAVID T. MORGAN/VICE PRESIDENT-REAL ESTATE  
WILLIAM FORSBERG/VICE PRESIDENT-STORES

### DIRECTORS:

DAVID L. SUECHTING, JR./CHAIRMAN OF THE BOARD  
GREGORY M. KILGORE/PRESIDENT, CHIEF OPERATING OFFICER AND DIRECTOR  
DANIEL J. NAHMENS/VICE PRESIDENT-FINANCE, CHIEF FINANCIAL OFFICER, TREASURER AND SECRETARY

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William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

May 12, 1998

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

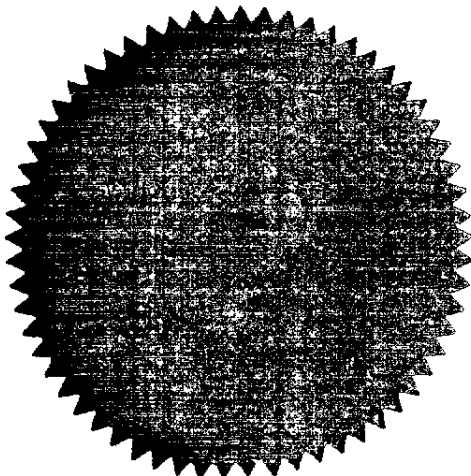
**Overland Management Corporation**

is a domestic corporation organized on **January 25, 1989**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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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

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* 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.