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C T Corporation System.
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Address
Tallahassee, FL 32301
City State Zip Phone

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

CORPORATION(S) NAME

Midas Photographic's USA, Inc

W98-10778

W6/24

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TALLAHASSEE FLORIDA
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1998

CT CORPORATION SYSTEM
ATTN: JOEY

SUBJECT: MIDAS PHOTOGRAPHIC'S-USA, INC.
Ref. Number: W98000014377

Your document has been received but has not been filed. We are returning you the check you submitted, as it is for \$700 rather than \$70.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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DIVISION OF CORPORATIONS

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

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE
STATE OF FLORIDA:

1. MIDAS PHOTOGRAPHIC'S-USA, 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. Missouri
(State or country under the law of which it is incorporated)

3. 43-1808729
(FEI number, if applicable)

4. March 5, 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. 12131 Dorsett Road, Maryland Heights, Missouri 63043
(Current mailing address)

8. Wholesaler and Distributor of the "Point & Shoot" single use (disposable) camera.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

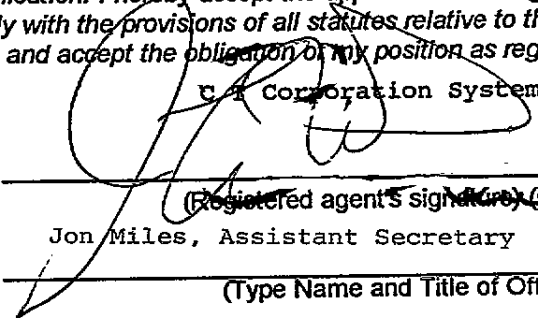
9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

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)
Jon Miles, Assistant Secretary
(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA

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: Bon Levi _____

Address: 12131 Dorsett Road _____

Maryland Heights, Missouri 63043 _____

Director: _____

Address: _____

B. OFFICERS

President: Bon Levi _____

Address: 12131 Dorsett Road _____

Maryland Heights, Missouri 63043 _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13.

Bon Levi 6/17/98

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

14. Bon Levi, President

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT MIDAS PHOTOGRAPHIC'S-USA, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 5TH DAY OF MARCH, 1998, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 15TH DAY OF JUNE, 1998.

Rebecca McDowell Cook
Secretary of State

