

F98000003967



ACCOUNT NO. : 072100000032

REFERENCE : 885667 4300458

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : July 9, 1998

ORDER TIME : 11:14 AM

ORDER NO. : 885667-015

CUSTOMER NO: 4300458

200002586682--1

CUSTOMER: Lynn Michalson, Legal Asst
Coudert Brothers
1114 Ave. Of The Americas

New York, NY 10036

FOREIGN FILINGS

NAME: SWISS CHALET HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

FILED
98 JUL 13 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 JUL 13 PM 12:08
DIVISION OF CORPORATION

7/13

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Swiss Chalet Holdings, 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. 52 1399208

(FEI number, if applicable)

4. April 7, 1982

(Date of Incorporation)

5. Perpetual

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

6. March 30, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.1501, F.S.))

7. Lake Wyman Plaza, Suite 353, 2424 North Federal Highway

Boca Raton, Florida 33431

(Current mailing address)

8. Any lawful purpose for which a corporation can be organized in Delaware

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(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.

Corporation Service Company

By: Mary Ellen Asst VP

(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: Gabe Tsampalieros

Address: Lake Wyman Plaza, Suite 353, 2424 North Federal Highway
Boca Raton, Florida 33431

Vice Chairman: Keith Kanouse

Address: Lake Wyman Plaza, Suite 353, 2424 North Federal Highway
Boca Raton, Florida 33431

Director: James Garry

Address: Lake Wyman Plaza, Suite 353, 2424 North Federal Highway
Boca Raton, Florida 33431

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: Gabe Tsampalieros

Address: Lake Wyman Plaza, Suite 353, 2424 North Federal Highway
Boca Raton, Florida 33431

Vice President: Keith Kanouse

Address: Lake Wyman Plaza, Suite 353, 2424 North Federal Highway
Boca Raton, Florida 33431

Secretary: Gabe Tsampalieros

Address: Lake Wyman Plaza, Suite 353, 2424 North Federal Highway
Boca Raton, Florida 33431

Treasurer: None

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. Gabe Tsampalieros - President and Secretary

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

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SWISS CHALET HOLDINGS 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 TENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
98 JUL 13 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0935229 8300

981268351



Edward J. Freel

Edward J. Freel, Secretary of State

9189310

07-10-98

AUTHENTICATION:

DATE: