

F98000004121

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

200002463722--3
-03/20/98-01085-022
*****70.00 *****70.00

W98-6295

Merchandising Productions, Inc.

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of B.A.
- Fictitious Name
- UCC Filing
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- Call When Ready
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Thank You!!!

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

C T CORPORATION SYSTEM

SUBJECT: MERCHANDISING PRODUCTIONS, INC.
Ref. Number: W98000006295

We have received your document for MERCHANDISING PRODUCTIONS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that MERCHANDISING PRODUCTIONS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates November 4, 1982, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

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 \$17556.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

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If you have any questions concerning the filing of your document, please call
(850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 798A00015190

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Pg. 384



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1998

KIM S. MITCHELL
7575 EAST FULTON ROAD
ADA, MI 49355

SUBJECT: MERCHANDISING PRODUCTIONS, INC.
Ref. Number: W98000006295

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This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for MERCHANDISING PRODUCTIONS, INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since November 4, 1982. You were notified by letter dated March 20, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$17556.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Michael Mays
Document Specialist Letter No. 798A00032781

Enclosure



MERCHANDISING PRODUCTIONS INC.

Ada, Michigan 49355 (616)676-5295

CERTIFIED MAIL

July 17, 1998

MICHAEL MAYS
FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

**SUBJECT: MERCHANDISING PRODUCTIONS INC
REF. NUMBER: W9800006295
LETTER NUMBER: 798A00032781**

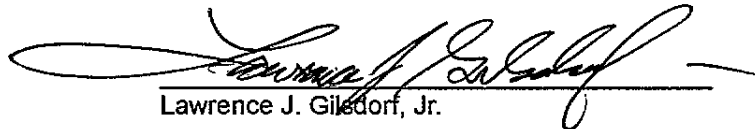
Dear Mr. Mays:

As we discussed yesterday, I am submitting this notarized letter that describes what Merchandising Productions, Inc. ("MPI") does and why it did not have to qualify for authorization to transact business in Florida until recently.

1. MPI is in the business of putting on sales presentations throughout the country.
2. Until March 3, 1997, MPI's activities constituted transacting business in interstate commerce within the meaning of Sections 607.1501(2)(i) and (j).
3. MPI did however file Florida income tax returns prior to that date because a small amount of its revenue could be allocated there.
4. Effective March 3, 1997, MPI hired a full-time employee in Florida. Accordingly, an authorization to transact business is now required.

Please process the current application and cancel the proposed fees and penalties.

Further affiant sayeth not.



 Lawrence J. Gilsdorf, Jr.

Sworn and subscribed before me this 17th day of July, 1998,
by Lawrence J. Gilsdorf, Jr., a person of lawful age, who is
personally known to me



CAROL ELLERBE

**Notary Public, Kent County, Michigan
My Commission Expires March, 05, 2002**

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TALLAHASSEE, FLORIDA

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. Merchandising Productions, 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. 38-2434043 (FEI number, if applicable)

4. November 4, 1982 (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. 7575 East Fulton Road, Ada, Michigan 49355
(Current mailing address)

8. Sales promotions.
(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
Claudia L. Saari
(Registered agent's signature) (Officer)
CLAUDIA L. SAARI-Asst. Secy.
(Type Name and Title of Officer)

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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: Lawrence M. Call

Address: 7575 East Fulton Road, Ada, MI 49355

Director: Craig N. Meurlin

Address: 7575 East Fulton Road, Ada, MI 49355

B. OFFICERS

President: see attached list of officers

Address: _____

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

14. Kim S. Mitchell, Assistant Secretary _____
(Typed or printed name and capacity of person signing application)

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

**Officers of
Merchandising Productions, Inc.**

1. Lawrence M. Call, President and Treasurer
7575 East Fulton Road
Ada, Michigan 49355
2. Craig N. Meurlin, Vice President and Secretary
7575 East Fulton Road
Ada, Michigan 49355
3. Kim S. Mitchell, Assistant Secretary
7575 East Fulton Road
Ada, Michigan 49355

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DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCHANDISING PRODUCTIONS, 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 ELEVENTH DAY OF MARCH, 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.

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DIVISION
98 JUL 21 AM 8:57



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8965211

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