

F98000004133

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CREATIVE TECHNOLOGY INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002486181--6
-04/13/98--01034--004
*****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:

W98-8219

Marianne O'Connor, Esquire
(Name of Person)
McGuffie & Handal
(Firm/Company)
8300 Boone Boulevard, Suite 500
(Address)
Vienna, VA 22182
(City/State/Zip)

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

Marianne O'Connor at (703) 761-6766
(Name of Person) (Area Code & Daytime Telephone Number)

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 13, 1998

MARIANNE O'CONNOR, ESQ.
MCCUFFIE & HANDAL
8300 BOONE BLVD., #500
VIENNA, VA 22182

SUBJECT: CREATIVE TECHNOLOGY INCORPORATED
Ref. Number: W98000008219

We have received your document for CREATIVE TECHNOLOGY INCORPORATED 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: 698A00019614

HANDAL & MOROFSKY

Counsellors at Law

80 Washington Street
Norwalk, Connecticut 06854

Paul Morofsky 1926-1986

Telephone: 203-838-8589

Facsimile: 203-838-8794

District of Columbia Office
American Center - Tysons Corner
Suite 500
8300 Boone Boulevard
Vienna, Virginia 22182

July 14, 1998

Ms. Karon Beyer
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Creative Technology Incorporated
Reference Number: W98000008219
Letter Number: 698A00019614

Dear Ms. Beyer:

This letter is in response to the letter of April 13, 1998, written by Freta Lott, Corporate Specialist Supervisor to Marianne O'Connor, of this law firm. In that letter, Ms. Lott advised that the name Creative Technology Incorporated is allegedly not available. An attached document indicated a State of Florida entity by the name of Creative Technologies, Inc., whose certificate of incorporation was filed on Aug. 29, 1996.

The applicant's attorney would like to thank the Division for the telephone interview kindly granted with respect to the above matter. During that interview, counsel indicated the fact that the subject name was filed with United States Patent and Trademark Office, with a date of first use long before the date of incorporation of the above Florida entity. Guidance was given with respect to why the above information is necessary to obtain filing of the subject documentation. This guidance has been followed in detail below and accordingly, it is believed the subject document should be filed.

Moreover, a review of Chapter 1 N-1 of your offices regulations implemented under the Florida statutes suggests that additional grounds exist that make the filing of the subject document proper under Florida law.

Ms. Karon Beyer

July 14, 1998

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Firstly, it is noted that my client has used the subject name in interstate commerce since March 1, 1993. Accordingly, under section 43 (a) of the Lanham Act, federal law requires that only my client can use this term or terms confusingly similar thereto. Moreover, my client has filed with the United States Patent and Trademark Office for trademark registration. Annexed hereto as Exhibit A is a copy of the filing receipt from the Patent and Trademark Office. Accordingly, the application for authorization to transact business in Florida should be processed and my client permitted to operate under its name in the State of Florida.

In any case, it is noted that the names are different and are, in fact, distinguishable.

Moreover, the names are distinguishable for purposes of filing under Chapter 1N-1, Section .002. In particular, none of the paragraphs of 1 N-1.002 (1) apply. For example, the variation between "technology" and "technologies" is not merely "the use of a plural or possessive 's'", as provided in 1N-1.002(1)(h). Rather, additional variations include the use of the letters "i" and "e", and the dropping of the letter "y". Still yet another change is the change in the business entity suffix.

In any case, it is noted that 1N-1.002(2) (b) provides that names are distinguishable for purposes of filing where the changes is merely more than the change is the use of the letter "s". Accordingly, it is believed that the subject document should be filed.

For your ready reference, a copy of the letter from Ms. Lott is annexed hereto as Exhibit B.

The action of this office in accepting the subject document for filing is most respectfully sought. Clearly, applicant, as the senior user and the owner of superior rights under federal law should be permitted to do business under its own name in the State of Florida.

Respectfully submitted,



Anthony H. Handal

Enclosure
AHH/ee

**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. CREATIVE TECHNOLOGY INCORPORATED

(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. Virginia

(State or country under the law of which it is incorporated)

3. 54-1624817

(FEI number, if applicable)

4. March 9, 1992

(Date of incorporation)

5. Perpetual

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

6. 01 January 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11400 Commerce Park Drive, Suite 200

Reston, VA 20191

(Current mailing address)

8. Provide technical services and to create, design, install, and maintain information systems and software

(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: Craig Hensley

Office Address: 20801 Biscayne Blvd., Suite 428

Aventura,

Florida, 33180

(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: James Flannery

Address: 5349 Ashleigh Drive

Fairfax, VA 22030

Vice Chairman: Linda Flannery

Address: 5349 Ashleigh Drive

Fairfax, VA 22030

Director: Stephen Black

Address: 4379 40th Street, N.

Arlington, VA 22207

Director: _____

Address: _____

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

President: James Flannery

Address: 5349 Ashleigh Drive

Fairfax, VA 22030

Vice President: _____

Address: _____

Secretary: Stephen Black

Address: 4379 40th Street, N.

Arlington, VA 22207

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)

President

14. _____

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

CREATIVE TECHNOLOGY INCORPORATED is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is March 09, 1992.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: November 21, 1997

William J. Bridge

William J. Bridge, Clerk of the Commission