

F98000004169

TRANSMITTAL LETTER

RECEIVED
NOV 2 1997

TO: Qualification/Tax Lien Section
Division of Corporations

Office of General Counsel
Department of State

800002054688-5
-06/19/98--01117--001
***1106.00 ***1106.00

SUBJECT: Custom Imprinting & Manufacturing International Corporation
(Name of corporation - must include suffix)

800002054688-5
-01/21/98--01024--001
***1106.00 ***1106.00

Dear Sir or Madam:

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:

W97-705

MITCHELL KAPLAN

800002054688-5
-01/10/97--01105--002
*****70.00 *****70.00

(Name of Person)

CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORP.

(Firm/Company)

7855 NW 77th Avenue

UNISEE DRIVE, SUITE 100

(Address)

MIAMI FL 33166

(City/State/Zip)

SEE →
LETTER

800002054688-5
-11/19/97--01007--001
*****553.00 *****553.00

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

MITCHELL KAPLAN

885-2634

(Name of Person)

at (305)

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUL 21 AM 4:03

FILED

W
7/21

Mark S. Kimmel

Attorney at Law

6701 SUNSET DRIVE • SUITE 105 • MIAMI, FLORIDA 33143 • (305) 661-6400 • FAX (305) 666-4866

January 8, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

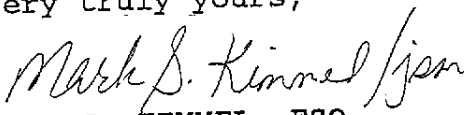
RE: Image Manufacturing Corp.
Custom Imprinting & Manufacturing International Corp.
Sterling's Prom & Party Supply, Inc.
Sethscot Collection, Corp.

Dear Sir or Madam:

Enclosed herewith please find the required documentation, certificate of existence and three (3) checks in the amount of \$70.00 to register three (3) foreign profit corporations. Also enclosed please find required documentation and a check in the amount of \$575.00 to reinstate Sethscot Collection, Corp.

If you should have any questions, please do not hesitate to contact this office or Lee Anne LeBlanc, Esquire at (954) 456-4392.

Very truly yours,


MARK S. KIMMEL, ESQ.

MSK:jsm
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1997

MARK S. KIMMEL, ESQ.
MARK S. KIMMEL, ATTORNEY AT LAW
6701 SUNSET DRIVE, SUITE 105
MIAMI, FL 33143

SUBJECT: CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION
Ref. Number: W9700000705

We have received your document for CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 \$4,765.00.

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 you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 097A00001477



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1997

MARK S. KIMMEL, ESQ.
MARK S. KIMMEL, ATTORNEY AT LAW
6701 SUNSET DRIVE, SUITE 105
MIAMI, FL 33143

SUBJECT: CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL
CORPORATION
Ref. Number: W97000000705

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 CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION.

The referenced application states that the corporation has transacted business in the State of Florida since March 25, 1993. You were notified by letter dated January 10, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4765.00 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 (904) 487-6091.

Lee Rivers
Document Examiner Letter No. 997A00016923

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1997

MITCHELL KAPLAN, PRESIDENT
CUSTOM IMPRINTING & MANUFACTURING CORP
7855 NW 77 AVENUE
MIAMI, FL 33166

SUBJECT: CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL
CORPORATION
Ref. Number: W97000000705

CERTIFIED MAIL #P 348 067 118 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$4765.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 197A00028989

DIVISIONS OF FLORIDA DEPARTMENT OF STATE

Office of the Secretary
Office of International Relations
Division of Administrative Services
Division of Corporations
Division of Cultural Affairs
Division of Elections
Division of Historical Resources
Division of Library and Information Services
Division of Licensing



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

MEMBER OF THE FLORIDA CABINET
Historic Florida Keys Preservation Board
Historic Palm Beach County Preservation Board
Historic Pensacola Preservation Board
Historic St. Augustine Preservation Board
Historic Tallahassee Preservation Board
Historic Tampa/Hillsborough County
Preservation Board
Ringling Museum of Art

2 September 1997

Jeffrey Baxter, Esq.
Custom Imprinting & Manufacturing
International Corporation
100 NE 3rd Avenue
Ft. Lauderdale, FL 33301

RE: Statutory Fees

Dear Mr. Baxter:

This office has received information that Custom Imprinting & Manufacturing International Corporation has been involved in unauthorized business activities in the State of Florida.

As of the date above, the total amount of penalties owed by this corporation is \$4,765.00. These penalties re pursuant to section 607.1502, Florida Statutes, a copy of which is enclosed for your reference. If litigation is necessary to collect these penalties, the corporation may also be liable for additional fees and costs associated with filing suit.

If you wish to resolve this matter, please direct your payment to my attention at the address below. If I have not received payment within thirty days, I will assume that you are not willing to resolve this matter without litigation and will proceed accordingly. If you have any questions regarding this correspondence, you may contact me at 904/414-5536.

Respectfully,

Gerard T. York
Assistant General Counsel

GTY/sd
Enclosure

LAW OFFICES
ENGLISH, McCAUGHAN & O'BRYAN, P.A.

100 NORTHEAST THIRD AVENUE, SUITE 1100
FORT LAUDERDALE, FLORIDA 33301-1146

MAILING ADDRESS:

P.O. BOX 14098
FORT LAUDERDALE, FLORIDA 33302-4098

TELEPHONE (954) 462-3300
FROM MIAMI (305) 947-1052
FACSIMILE (954) 763-2439

BOCA RATON OFFICE
120 EAST PALMETTO PARK ROAD
SUITE 450
BOCA RATON, FLORIDA 33432-6090

TELEPHONE (561) 347-1700
FACSIMILE (561) 391-9944

JEFFREY L. BAXTER

September 23, 1997

VIA FEDERAL EXPRESS

Gerard T. York, Esq.
Assistant General Counsel
Florida Department of State
The Capitol
Tallahassee, Florida 32399-0250

RECEIVED

SEP 24 1997

Office of General Counsel
Department of State

Re: Custom Imprinting & Manufacturing International Corporation
Settlement Agreement

Dear Mr. York:

This letter will memorialize our conversation from earlier this afternoon. Custom Imprinting & Manufacturing International Corporation, a Delaware corporation (the "**Company**"), desires to register to do business in the State of Florida. In an affidavit from Mitchell Kaplan, President of the Company, Mr. Kaplan states that the Company has been doing business in the State of Florida since March 25, 1993. In a letter dated September 2, 1997 from the Florida Department of State (the "**State**"), the State announced their intention of filing a lawsuit against the Company to collect the sum \$4,765.00, pursuant to Section 607.1502 of the Florida Statutes ("**F.S.**").

This letter (the "**Settlement**") will confirm that both the Company and the State desire to settle this matter. In lieu of proceeding to litigation, the State will accept the following payments for all sums due the State from the Company in order for the Company to transact business in the State of Florida:

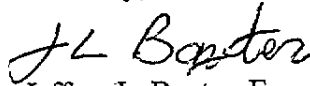
1. Payments: The sum of \$2,765.00. This sum to be paid as follows:
 - a. \$553.00 payment on November 15, 1997;
 - b. \$553.00 payment of December 15, 1997;
 - c. \$553.00 payment of January 15, 1998;
 - d. \$553.00 payment on February 15, 1998; and
 - e. \$553.00 payment on March 15, 1998.

Gerard T. York, Esq.
September 23, 1997
Page 2

2. Prepayments. Company may pay all or a portion of the amount due earlier than when payments are due.
3. Registration. As a result of this Settlement, Company will be authorized to submit an application to transact business in the State of Florida, pursuant to F.S. 607.1503, and the State agrees to process the application of the Company in good faith.

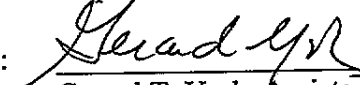
Your signature on this Settlement will indicate your agreement and consent to these terms. If everything is acceptable, please sign the consent and forward the original back to my attention in the enclosed self-addressed stamped envelope provided herein.

Sincerely,


Jeffrey L. Baxter, Esq.
Counsel to Company

I hereby consent to the term and conditions of the Settlement outlined above.

Florida Department of State

By: 
Gerard T. York, Assistant General Counsel

cc: Marshal Seeman, Vice President
Custom Imprinting & Manufacturing International Corp.
Via Facsimile (305) 885-2639



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1998

MITCHELL KAPLAN
CUSTOM IMPRINTING & MANUFACTURING INTL
7855 NW 77TH AVENUE
MIAMI, FL 33166

*PENALTIES
PAID*

SUBJECT: CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION
Ref. Number: W97000000705

We have received your document for CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION and your check(s) totaling \$2835.00. However, the document has not been filed and is being retained in this office for the following:

In order to file your authorization, we must have a certificate of existence from Delaware that is less than 90 days old. The certificate you originally submitted is dated December 6, 1996; a copy of the certificate is enclosed. Please obtain and submit a new certificate, along with a copy of this letter. As soon as we receive your new certificate, we will file your qualification and authorize the corporation to transact business in Florida.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 298A00034088



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: June 19, 1998

RE: Custom Imprinting & Manufacturing International Corporation

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1993 of \$765.00 and foreign non-qualified penalties of \$ 2000.00 assessed at the statutory minimum of \$500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

FILED
98 JUL 21 AM 4: 03
SECRETARY OF STATE
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. Custom Imprinting & Manufacturing International 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. 65-0412957 (FEI number, if applicable)

4. 3/25/93 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 3/25/93 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 7855 NW 77 Avenue
Miami, Florida 33166
(Current mailing address)


8. Any and all lawful business
(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: MITCHEL KADLAN
Office Address: 7855 NW 77th AVENUE
MIAMI, Florida, 33166
(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.

FILED
98 JUL 21 AM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: _____

Address: _____

Director ~~Vice Chairman~~: Mitchell Kaplan

Address: 7855 NW 77 Avenue

Miami, Florida 33166

Director: Marshal Seeman

Address: 7855 NW 77 Avenue

Miami, Florida 33166

Director: Walter Drbul

Address: 7855 NW 77 Avenue

Miami, Florida 33166

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

President: Mitchell Kaplan

Address: 7855 NW 77 Avenue

Miami, Florida 33166

Vice President: _____

Address: _____

Secretary: Marshal Seeman

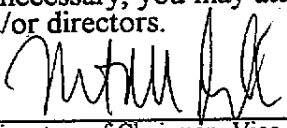
Address: 7855 NW 77 Avenue

Miami, Florida 33166

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. Mitchell Kaplan, President
(Typed or printed name and capacity of person signing application)

98 JUL 21 AM 4:03
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RENEWAL OF "CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION", CHANGING ITS NAME FROM "CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL CORPORATION" TO "CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED
98 JUL 21 AM 4:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2330356 8100

981268640

AUTHENTICATION: 9189869

DATE: 07-10-98

CERTIFICATE
FOR RENEWAL AND REVIVAL OF CHARTER
OF
CUSTOM IMPRINTING & MANUFACTURING
INTERNATIONAL INC.

CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL, a corporation organized under the laws of the State of Delaware, the Certificate of Incorporation of which was filed in the Office of the Secretary of State on the twenty-fifth day of March A.D. 1993, the charter of which was voided for nonpayment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is:

CUSTOM IMPRINTING & MANUFACTURING
INTERNATIONAL INC.

2. Its registered office in the State of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle and its registered agent is CORPORATE AGENTS, INC..

3. The date when the restoration, renewal, and revival of the charter of this company is to commence is the twenty-eighth day of February, A.D., 1998, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.

4. This corporation was duly organized and carried on the business authorized by its charter until the first day of March, A.D., 1998, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, CUSTOM IMPRINTING & MANUFACTURING INTERNATIONAL has caused this Certificate to be signed by MITCHELL KAPLAN, this twenty-fifth day of June A.D. 1998.


Authorized Officer