

F98000005158

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Witz. Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

800002639018--9

-09/15/98--01003--002

*****78.50 *****78.50

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:

800002639018--9

Arthur J. Berk

-09/15/98--01003--003

*****1.00 *****1.00

(Name of Person)

(Firm/Company)

848 Brickell Ave, #200

(Address)

Miami, FL 33131

(City/State/Zip)

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

Arthur Berk

at (305) 358-2050

(Name of Person)

(Area Code & Daytime Telephone Number)

98 SEP 15 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STREET 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

9/15/98

LAW OFFICES OF
ARTHUR J. BERK

848 BRICKELL AVENUE
SUITE 200
MIAMI, FLORIDA 33131

ADMITTED TO PRACTICE
IN FLORIDA AND
NORTH CAROLINA
(INACTIVE)

TEL: (305) 358-2050
FAX: (305) 375-9428
(305) 358-4916

September 9, 1998

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Gentlemen:

Enclosed are two executed Applications for Foreign Corporation To Transact Business In Florida on behalf of Mago, Inc. and Witz, Inc., together with two checks in the sum of \$78.50 each and one check for \$1.00 to pay the costs of filing and a status certificate for each corporation.

Please send the status certificates to me.

Very truly yours,
Arthur J. Berk

ajb/sl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Witz, 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. Arizona

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

3. _____

(FEI number, if applicable)

4. 8-13-98

(Date of incorporation)

5. perpetual

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

6. Prospective

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

7. 3117 Vermont Avenue

Phoenix, Arizona 85016

(Current mailing address)

8. Direct or indirect participation in marketing of bedding

(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: Arthur J. Berk

Office Address: 848 Brickell Ave, #200

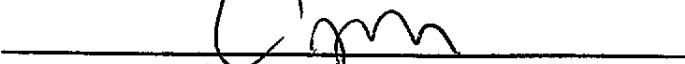
Miami

, Florida, 33131

(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)

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TALLAHASSEE, FLORIDA

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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: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Roger E. Magowitz

Address: 3117 Vermont Avenue

Phoenix, Arizona 85016

Director: _____

Address: _____

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

President: Roger E. Magowitz

Address: 3117 Vermont Avenue

Phoenix, Arizona 85016

Vice President: Jeanne Magowitz

Address: 3117 Vermont Avenue

Phoenix, Arizona 85016

Secretary: Jeanne Magowitz

Address: 3117 Vermont Avenue

Phoenix, Arizona 85016

Treasurer: Roger E. Magowitz

Address: 3117 Vermont Avenue

Phoenix, Arizona 85016

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TALLAHASSEE, FLORIDA

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

13. _____

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

14. _____

Roger E. Magowitz, President

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

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

98 SER 15 MM 9:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****WITZ, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on August 13, 1998.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
2nd day of September, 1998, A. D.*



Jack Rose
Executive Secretary

BY: *John W. Rose*