

F98000006697

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000002676380--5
-10/30/98--01010--001
****157.50 ****70.00

SUBJECT: SCALA, INC.
(Name of corporation - must include suffix)

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:

MIKE ROSS
(Name of Person)

SCALA INC.
(Firm/Company)

26672 Agoura Rd.
(Address)

Calabasas CA 91302
(City/State/Zip)

W98-24691
98 DEC -9 PM 2:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

MIKE ROSS at (818) 673-1328
(Name of Person) (Area Code & Daytime Telephone Number)

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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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1998

DENISSE ORZEL
SCALA, INC.,
26672 AGOURA ROAD
CALABASAS, CA 91302

SUBJECT: SCALA, INC.
Ref. Number: W98000024691

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TALLAHASSEE, FLORIDA

We have received your document for SCALA, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

A photocopy of the certificate of existence is not acceptable.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 498A00053270



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
NOV 30 1998

November 19, 1998

DENISSE ORZEL
SCALA, INC,
26672 AGOURA ROAD
CALABASAS, CA 91302

SUBJECT: SCALA, INC.
Ref. Number: W98000024691

FILED
98 DEC -9 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 698A00055700

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. SCALA, 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. 54-1650228
(FBI number, if applicable)
4. 12-18-92
(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 817.155, F.S.))
7. 26672 Agoura Road
CALABASAS CA 91302
(Current mailing address)
8. SALES SOLICITATION, DEMONSTRATIONS, PROVIDING PRODUCT INFORMATION
(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 **NOT** acceptable)
Name: Corporate Service Company
Office Address: 1201 Hays St.
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.

[Signature]
(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.

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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: Marty Albert

Address: 3609 E. Thousand Oaks Bl.
Westlake Village CA 91362

Vice Chairman: James Alexander

Address: 26672 Agoura Road
CALABASAS CA 91302

Director: Bjorn Hovstadius

Address: 26672 Agoura Road
CALABASAS, CA 91302

Director: Rolve Norderhaug

Address: c/o 9 Rocklands Road
Warwick, Bermuda

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

President: JAMES Alexander

Address: 26672 Agoura Rd
Calabas CA 91302

Vice President: _____

Address: _____

Secretary: Denise Orzel

Address: 26672 Agoura Rd
Calabasas CA 91302

Treasurer: _____

Address: _____

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

13. Denise M. Orzel
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CFO, Corporate Secretary
(Typed or printed name and capacity of person signing application)

98 DEC -9 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 "SCALA, 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 NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCALA, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 1992.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2320378 8300

981433857

AUTHENTICATION: 9399428

DATE: 11-11-98

98 DEC -9 PM 2:03

FILED

SECRETARY OF STATE
DELAWARE
TALLAHASSEE, FLORIDA