

F99000000981

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SeaSide Spas, Inc.
(Name of corporation - must include suffix)

000002775390--4
-02/15/99--01083--007
*****87.50 *****87.50

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:

Russell R. Miller, Esq.
(Name of Person)
Croy, Hendel & Miller, LLP
(Firm/Company)
1070 Commerce Drive, Suite 301
(Address)
Perrysburg, Ohio 43551
(City/State/Zip)

FILED
99 FEB 19 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-3845

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

Russell R. miller at (419) 874-5610
(Name of Person) (Area Code & Daytime Telephone Number)

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

Handwritten signature/initials

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 1999

RUSSELL R. MILLER, ESQ.
CROY, HENDEL & MILLER, LLP
1070 COMMERCE DRIVE, SUITE 301
PERRYSBURG, OH 43551

SUBJECT: SEASIDE SPAS, INC.
Ref. Number: W99000003845

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SEASIDE SPAS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

I am returning the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence". Please contact the Ohio Secretary of State to obtain such certificate.

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: 399A00006830

CROY, HENDEL & MILLER, LLP
ATTORNEYS AT LAW

PAUL E. CROY
SHARON S. HENDEL*
RUSSELL R. MILLER

1070 COMMERCE DRIVE, SUITE 301
PERRYSBURG, OHIO 43551

TELEPHONE: (419) 874-5610
(800) 860-6644
TELECOPIER: (419) 874-4402

WATERVILLE OFFICE:

204 FARNSWORTH ROAD
WATERVILLE, OHIO 43566
TELEPHONE: (419) 878-2931
TELECOPIER: (419) 878-4727

* ALSO ADMITTED IN MICHIGAN

February 10, 1999

FEDERAL EXPRESS

Mr. Wade L. Kohn
SeaSide Spas, Inc.
149 Stevens Avenue
Oldsmar, Florida 34677

Re: Filing Relating to Qualification of SeaSide Spas, Inc. to do Business in the State of Florida

Dear Mr. Kohn:

Enclosed with this letter are the originals of a Transmittal Letter, Application by Foreign Corporation for Authorization to Transact Business in Florida, and copy of the Ohio Secretary of State Certificate of Existence, all related to the qualification of SeaSide Spas, Inc. to do business in Florida.

The Application has been signed on behalf of the corporation, but you should sign where your name is indicated at Item 10 of the first page of the Application, as the registered agent in Florida for the corporation. You should then forward all of these documents to the Florida Division of Corporations in the enclosed envelope, along with a company check or money order in the amount of \$87.50 representing the filing fee. The certificate of filing will be forwarded to me pursuant to the Transmittal Letter.

Should you have any questions concerning the documents or this procedure, please contact me. Otherwise, please sign the Application and forward it to the Division of Corporations as soon as possible.

Very truly yours,


Russell R. Miller

RRM/ac

Enclosures

cc: Eugene F. Canestraro, Esq. (w/ enclosures)
Mr. and Mrs. William G. Martin
Mr. and Mrs. Malcolm C. Richards

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99 FEB 19 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CROY, HENDEL & MILLER, LLP
ATTORNEYS AT LAW

PAUL E. CROY
SHARON S. HENDEL*
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WATERVILLE, OHIO 43566
TELEPHONE: (419) 878-2931
TELECOMER: (419) 878-4727

* ALSO ADMITTED IN MICHIGAN

February 18, 1999

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Application by Foreign Corporation For Authorization to Transact Business in
Florida submitted by SeaSide Spas, Inc.

Dear Sir or Madam:

You are in possession of an Application by Foreign Corporation For
Authorization to Transact Business in Florida submitted by SeaSide Spas, Inc., an Ohio
Corporation. Enclosed is the Certificate of Good Standing which you should associate
with that Application.

Thank you for your assistance.

Very truly yours,

Sharon S. Hendel

Sharon S. Hendel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 FEB 19 AM 7:58
FILED

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. SeaSide Spas, 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. Ohio 3. 34-1883654
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/25/99 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 2/8/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4035 Talmadge Road
Toledo, Ohio 43623
(Current mailing address)

- To conduct a business for the manufacture, distribution and sale, at wholesale or retail, of spas, hot tubs and similar products and accessories and supplies therefor; or to
8. engage in any lawful activity for which corporations may be formed under Ohio Revised Code Sections 1701.01 to 1701.98,
(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) inclusive.**

Name: Wade L. Kohn

Office Address: 149 Stevens Avenue
Oldsmar, Florida, 34677
(Zip code)

FILED
99 FEB 19 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Wade L. Kohn
Wade L. Kohn (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)

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

Chairman: Margaret R. Richards

Address: 4418 Falconhurst Court

Sylvania, Ohio 43560

Director
~~Vice Chairman~~ Malcolm C. Richards

Address: 4418 Falconhurst Court

Sylvania, Ohio 43560

Director: William G. Martin

Address: 557 Laguna Point

Holland, Ohio 43528

Director: Virginia E. Martin

Address: 557 Laguna Point

Holland, Ohio 43528

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

President: Margaret R. Richards

Address: 4418 Falconhurst Court

Sylvania, Ohio 43560

Vice President: William G. Martin

Address: 557 Laguna Point

Holland, Ohio 43528

Secretary: Virginia E. Martin

Address: 557 Laguna Point

Holland, Ohio 43528

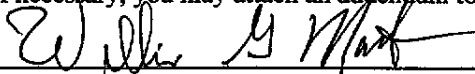
Treasurer: Malcolm C. Richards

Address: 4418 Falconhurst Court

Sylvania, Ohio 43560

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. William G. Martin, Vice President
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show SEASIDE SPAS, INC., an Ohio corporation, Charter No. 1055977, having its principal location in Toledo, County of Lucas, was incorporated on January 25, 1999 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
February 17, 1999

J. Kenneth Blackwell
Secretary of State

FILED
99 FEB 19 AM 7:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA