

Document Number Only

F99000001000

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002782827--9

-02/22/99--01083--006

*****70.00 *****70.00

99 FEB 22 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Up tons, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ UCC-1 UCC-3

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Thanks, Melanie ☺

2/22/99

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. UPTONS, 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. 13 - 3221609
(FEI number, if applicable)

4. 2/2/84
(Date of incorporation)

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

6. 1/31/99
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. 5707 Peachtree Parkway

Norcross, GA 30092

(Current mailing address)

8. Operation of retail stores.
(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: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

Mary R. Adams C T CORPORATION SYSTEM
(Registered agent's signature)

MARY R. ADAMS
ASSISTANT SECRETARY

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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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: _____ [See attached]

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____ [See attached]

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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 P. Tedeschi, Assistant Secretary
 (Typed or printed name and capacity of person signing application)

UPTONS, INC.
OFFICERS NAMES AND ADDRESSES:

Directors

Director &
Chairman of the Board

Louis Brenninkmeyer
6251 Crooked Creek Road
Norcross, GA 30092

Director

Roland M. Brenninkmeyer
1114 Avenue of the Americas
New York, NY 10036

Kevin Corcoran
6251 Crooked Creek Road
Norcross, GA 30092

Officers

President & CEO

David Dworkin
5707 Peachtree Parkway
Norcross, GA 30092

Vice President

Timothy R. Heard
5707 Peachtree Parkway
Norcross, GA 30092

Kelly Plank
5707 Peachtree Parkway
Norcross, GA 30092

Gary Siler
5707 Peachtree Parkway
Norcross, GA 30092

Ben H. Bull
6251 Crooked Creek Road
Norcross, GA 30092

Elaine Gregg
6251 Crooked Creek Road
Norcross, GA 30092

Treasurer

Kenneth R. Alex
1114 Avenue of the Americas
New York, NY 10036

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Secretary

Bartley J. Breinin
1114 Avenue of the Americas
New York, NY 10036

Assistant Secretary

William P. Tedeschi
6251 Crooked Creek Road
Norcross, GA 30092

Guy Rappaport
6251 Crooked Creek Road
Norcross, GA 30092

Assistant Treasurer

Joseph E. Netzel
6251 Crooked Creek Road
Norcross, GA 30092

George M. Gillan
1114 Avenue of the Americas
New York, NY 10036

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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 "UPTONS, 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 FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2027261 8300

991054373

AUTHENTICATION:

9571326

DATE:

02-11-99