

F99000002812

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: DISTRIBOOKS, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

700002790407--0

-03/01/99--01090--003

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:

YVES MENGIN

(Name of Person)

DISTRIBOOKS

(Firm/Company)

8120 N. RIDGEWAY AVENUE

(Address)

SKOKIE, IL 60076

(City/State/Zip)

W99-5021
Pg. 684

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

CORA VILLAMAR

(Name of Person)

at (847) 866-6399

(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

FILED
99 JUN -2 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for the following amount:

JUN - 2 1999

- ☐ \$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

March 1, 1999

YVES MENGIN
DISTRIBOOKS, INC.
8120 N. RIDGEWAY AVE.
SKOKIE, IL 60076

SUBJECT: DISTRIBOOKS, INC.
Ref. Number: W99000005021

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DISTRIBOOKS, INC. and your check(s) totaling \$70.00. 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.

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 \$1150.00.

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 (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 999A00009312

LAW OFFICES
GAEBE, MURPHY, MULLEN & ANTONELLI
420 SOUTH DIXIE HIGHWAY
THIRD FLOOR
CORAL GABLES, FLORIDA 33146

DADE: 305/667-0223
FAX: 305/284-9844

GREG GAEBE
MIKE MURPHY
MICHAEL A. MULLEN
MARK R. ANTONELLI
ANTHONY DI MATTEO
BENJAMIN M. ESCO
DAVID KLEINBERG
JULIE G. SHAPIRO
MATTHEW W. DIETZ
CHRISTIANNE H. SHEROUSE

105 S. NARCISSUS AVENUE
THE CITIZENS BUILDING
SUITE 612
W. PALM BEACH, FLORIDA 33401
561/832-6788
FAX: 561/835-1035

Please reply to: Coral Gables

May 26, 1999

Agnes Lunt
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Distribooks, Inc.
Ref. Number: W99000005021
Our File No.: 751.30513

Dear Ms. Lunt

Enclosed please find the original certificate of existence and of name change for the above captioned corporation under seal and signature of the secretary of state of the State of Illinois. I have also enclosed an affidavit signed by the president of Distribooks, Yves Mengin regarding the operations of Distribooks. Distribooks is an Illinois wholesale distributor in books who has sold books through interstate commerce, and through independent contractors.

To date, Distribooks has not changed their methods of selling books (interstate commerce, through independent contractors, isolated transactions) but does want to have the opportunity to transact business in Florida.

If you have any questions or concerns, please feel free to call me.

Very truly yours,


Matthew W. Dietz
Encl.

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TALLAHASSEE, FLORIDA

A F F I D A V I T

STATE OF ILLINOIS

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) SS

COUNTY OF COOKE

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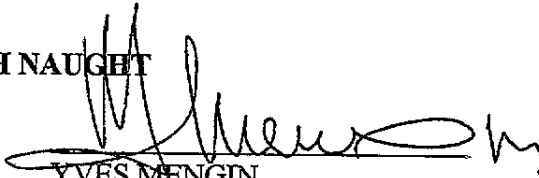
BEFORE ME, the undersigned authority, personally appeared Yves Mengin who, being duly sworn, says of his personal knowledge as follows:

1. That my name is Yves Mengin. I have personal knowledge of the facts described here below.
2. Erroneous information was listed in the application as to the definition of "transacting business".
3. Prior to February, 1999, Distribooks, Inc., did not transact business pursuant to Florida

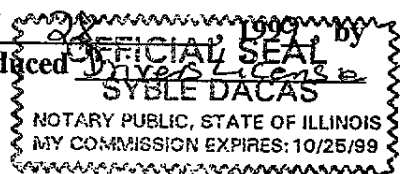
Statute §607.1501, because Distribooks, Inc., was:

1. Selling through independent contractors. §607.1501 (e);
2. Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside the State before they become contracts. §607.1501 (f);
3. Transacting business in Interstate Commerce. §607.1501 (i);
4. Conducting an isolated transaction that is completed within (30) days and that is not one in the course of repeated transaction of a light nature. §607.1501(j).

FURTHER AFFIANT SAYETH NAUGHT


YVES MENGIN

SWORN TO and SUBSCRIBED to before me on April 28, 1999 by Affiant, who is personally known to me _____, or who produced _____ as identification.




NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:

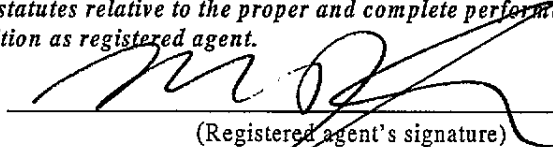
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. DISTRIBOOKS, 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. Illinois 3. 13-3483930
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-06-98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. _____
8120 N. RIDGEWAY AVENUE, SKOKIE, IL 60076
(Current mailing address)
8. WHOLESALE DISTRIBUTOR OF GOODS
(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: MATTHEW W. DIETZ
- Office Address: 420 SOUTH DIXIE HIGHWAY - 3rd Flr
CORAL GABLES, FL 33146, Florida, 33146
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

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

Chairman: YVES MENGIN

Address: 8120 N. RIDGEWAY AVENUE

SKOKIE, IL 60076

Vice Chairman: HUBERT MENGIN

Address: 915 FOSTER STREET

EVANSTON, IL 60201

Director: _____

Address: _____

Director: _____

Address: _____

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

President: YVES MENGIN

Address: 8120 N. RIDGEWAY AVENUE

SKOKIE, IL 60076

Vice President: HUBERT MENGIN

Address: 915 FOSTER STREET

EVANSTON, IL 60201

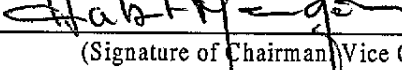
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

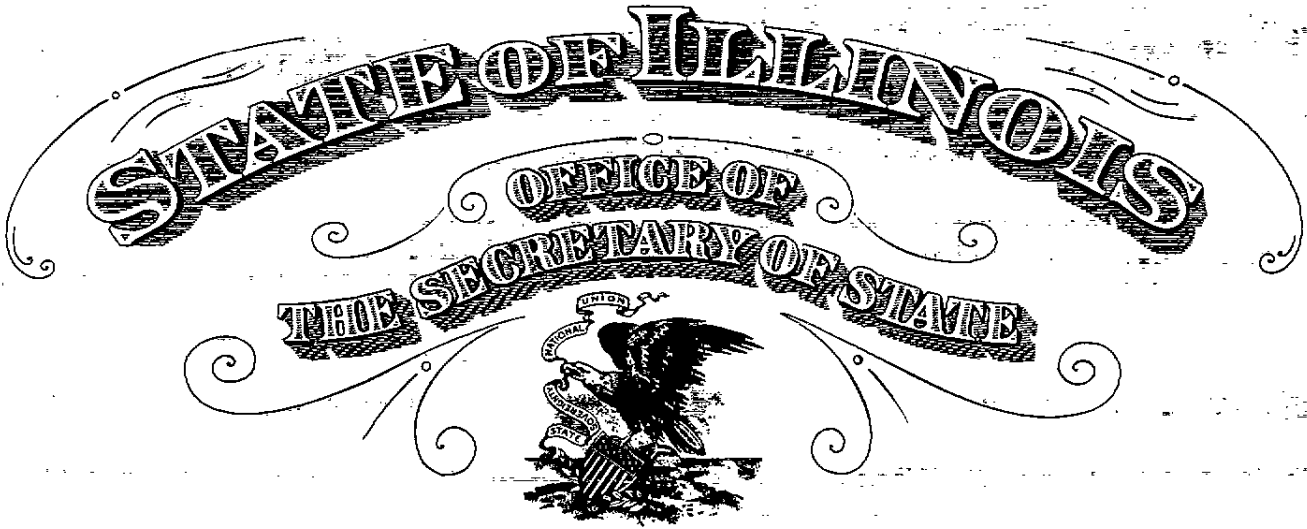
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. HUBERT MENGIN

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Number 4963-727-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

MIDWEST EUROPEAN PUBLICATIONS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 16, 1970, APPLIED FOR USE OF THE ASSUMED NAME OF DISTRIBOOK ON OCTOBER 5, 1998.*****

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39 JUN -2 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 25TH *day of* MARCH *A.D.* 1999



Jesse White

SECRETARY OF STATE