



THE UNITED STATES
CORPORATION
COMPANY

M97000000089

ACCOUNT NO. : 072100000032

REFERENCE : 258206 4384351

AUTHORIZATION : Patucia Pizit

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 AM 10:48

ORDER DATE : February 12, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 258206-015

1974 00009801

CUSTOMER NO: 4384351

700002094207--7

CUSTOMER: Barbara I. Iskra, Esq
Maneri & Maroules
30 Two Bridges Rd.
Suite 260
Fairfield, NJ 07004

FOREIGN FILINGS

NAME: SEASONS IN THE SUN CHRISTMAS
SHOPPE, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

B/K
2/21/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1997

DEBBIE SKIPPER
CSC
TALLAHASSEE, FL

SUBJECT: SEASONS IN THE SUN CHRISTMAS SHOPPE, L.L.C.
Ref. Number: W97000004309

RECEIVED
96 FEB 24 AM 10:40
TALLAHASSEE, FL

We have received your document for SEASONS IN THE SUN CHRISTMAS SHOPPE, L.L.C. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

You must list date of organization.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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 (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 697A00009449

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

DEBBIE SKIPPER
CSC
TALLAHASSEE, FL

SUBJECT: SEASONS IN THE SUN CHRISTMAS SHOPPE, L.L.C.
Ref. Number: W97000004309

We have received your document for SEASONS IN THE SUN CHRISTMAS SHOPPE, L.L.C. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Sorry I couldn't reach you by phone about this one.

The wording in Item 6 needs to be corrected. It must say "THE DATE FIRST TRANSACTED BUSINESS IN FLORIDA IS ____." And in the blank, I would put "UPON QUALIFICATION".

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 (904) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 597A00009667

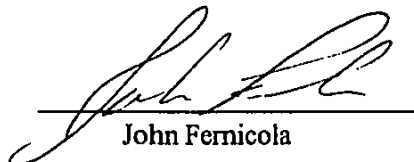
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 FEB 21 AM 10:05

1. The name of the foreign limited company is: **Seasons in the Sun Christmas Shoppe, L.L.C.**
2. The foreign limited liability company is organized under the jurisdiction of the state of New Jersey.
3. FEI number is Not Applicable.
4. The date of organization is: February 14, 1997
5. The organization will cease to exist on January 31, 2027.
6. The first transacted business ^{in Florida} occurred upon qualification.
7. The principal office of the limited company is: Apartment 308, 4013 North Ocean Drive, Lauderdale by the Sea, Florida.
8. The name, title, and business address of each managing member (MGRM) or manager (MGR) are as follows:

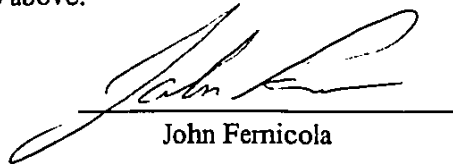
John Fernicola - Manager - 4013 North Ocean Drive, Apartment 308, Lauderdale By the Sea, Florida.


John Fernicola

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of **Seasons in the Sun
Christmas Shoppe, L.L.C.** deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 400.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$400.00.
This includes amounts from 2 and 3 above.


John Femicola

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 AM 10:48

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
of

Seasons in the Sun Christmas Shoppe, L.L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Seasons in the Sun Christmas Shoppe, L.L.C.**

2. The name and address of the registered agent and office is:

John Fernicola
4013 North Ocean Drive
Apartment 308
Lauderdale By the Sea, Florida

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____

John Fernicola

Dated: February 11, 1997

FILED STATE
SECRETARY OF CORPORATIONS
91 FEB 21 AM 10:48

State of New Jersey



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 21 AM 10:48

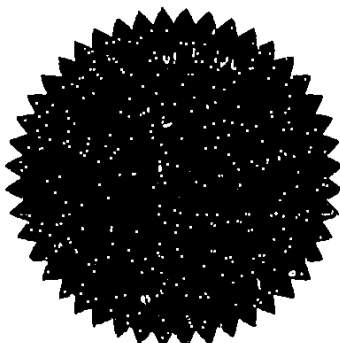
Department of State

SEASONS IN THE SUN CHRISTMAS SHOPPE, L.L.C.

I, Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the records of this office show that the above named Limited Liability Company was filed in this office on the 14th day of February A.D. 1997 and so far as the records of this Office show said Limited Liability Company continues as an existing Limited Liability Company within the State of New Jersey.

I FURTHER CERTIFY, that the location of the registered office is 7 Shaw Court, Fairfield, New Jersey 07004 and the registered agent is John Fernicola.

IN TESTIMONY WHEREOF, I have hereunto set my Hand and affixed my Official Seal at Trenton this 19th day of February A.D. 1997.



Donna R. Hov...

SECRETARY OF STATE