

M 98000000751

Document Number Only

FILED
98 JUL 10 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

500002523985--1
-05/14/98--01099--006
****285.00 ****285.00

Niche Marketing, LLC

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copy(s)
Filed Stamp

MAY 14 1998

Thanks, Melanie ☺

File 2nd



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NICHE MARKETING, LLC
Ref. Number: W98000011094

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for NICHE MARKETING, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

ALSO, PLEASE NOTE that in Item 1 on the AFFIDAVIT, the company should either state that it has at least 2 members, or if it only has 1 member, it should state: "THE ABOVE NAMED LIMITED LIABILITY COMPANY HAS ONLY 1 MEMBER AS ALLOWED BY OHIO LAW."

AND PLEASE note that Item 3 indicates that a total of \$12,285,714.00 in property has been contributed.

When property is contributed, you must attach A BRIEF DESCRIPTION of the property. Please note that this description can be VERY BRIEF.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 098A00027173

**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:

1. Niche Marketing, LLC/doing business in Florida as All Wound Up, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Ohio
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 34-1863482
(FEI number, if applicable)
4. April 14, 1998
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 7205 Chagrin Road, Chagrin Falls, Ohio 44023

(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

TITLE:

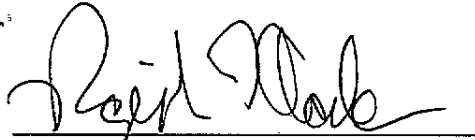
See Exhibit A.

[illegible]

Filing Fee: \$ 52.50 for Application

RESOLUTION OF MEMBERS
ADOPTING ASSUMED NAME

I, R.K. Khosla, certify that I am the Assistant Secretary of Niche Marketing, LLC, a limited liability company under laws of the state of Ohio, and that the following is a true and correct copy of a resolution of the Members.



R. K. Khosla,
Assistant Secretary

RESOLVED, that the corporation adopts the name All Wound Up, ^{LLC} under which it shall operate in Florida because it's corporate name is not available for use in Florida, that the assistant secretary is authorized to certify a copy of this resolution and is directed to deliver the copy of the resolution to the secretary of state of Florida for filing.

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TALLAHASSEE, FLORIDA

EXHIBIT A

MANAGERS

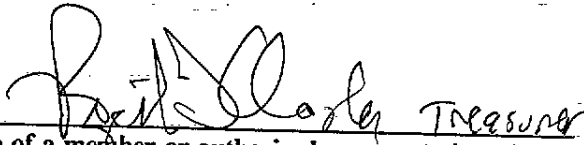
<u>Name</u>	<u>Address</u>
Stuart Fishman	7205 Chagrin Road Chagrin Falls, Ohio 44023
Donald Gustavson	7205 Chagrin Road Chagrin Falls, Ohio 44023
Boake Sells	3105 Topping Lane Hunting Valley, Ohio 44022
Paul Dennis	3800 Park East Suite 250 Beachwood, Ohio 44122
David Weiss	8404 Lucerne Drive Chagrin Falls, Ohio 44023
Thomas W. Adler	1801 East Ninth Street Suite 1700 Cleveland, Ohio 44114
John Shields	2749 Landon Road Shaker Heights, Ohio 44122
Carl Baldassare	1965 East Sixth Street Suite 1010 Cleveland, Ohio 44114

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Niche Marketing, LLC _____ deposes and says:

- 1) the above named limited liability company has only 1 member as allowed by Ohio Law.
- 2) the total amount of cash contributed by the member(s) is \$ 2,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 12,285,714 . ~~This cash total includes amounts from 2 and 3 above.~~
(Toy inventory)
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 14,285,714 This total includes amounts from 2 and 3 above.

 Billie L. Early Treasurer

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: Niche Marketing, LLC

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

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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.

C T CORPORATION SYSTEM

Charlotte Renee Cruz

(Signature)

5-13-98

(Date)

Charlotte Renee Cruz, Asst. Secretary

(Title)

FILING FEE: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

}

I, Bob Taft, 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 NICHE MARKETING, LLC., an Ohio Limited Liability Company, Registration No. LL14657, was organized within the State of Ohio on April 14, 1998 and is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
May 12, 1998

Bob Taft

Bob Taft
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA