

F95000004058

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

700001568057
-000/22795--01003--001
*****70.00 *****70.00

SUBJECT: Kids Conventibles, Inc.
(Name of corporation - must include suffix)

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:

WA5-15901

DOUGLAS G. PEARSALE
(Name of Person)

Kids Conventibles, Inc.
(Firm/Company)

3221-115 DURHAM DR.
(Address)

RALEIGH, NC 27601
(City/State/Zip)

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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

DOUGLAS G. PEARSALE at (919) 779-4600
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 8, 1995

DOUGLAS G. PEARSHALL
KIDS CONVERTIBLES, INC.
3221-115 DURHAM DRIVE
RALEIGH, NC 27603

SUBJECT: KIDS CONVERTIBLES, INC.
Ref. Number: W95000015901

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for KIDS CONVERTIBLES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The registered agent must sign accepting the designation.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 595A00037082

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. Kids Conventibles, 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. North Carolina (State or country under the law of which it is incorporated)

3. Applied For (FEI number, if applicable)

4. 11/1/54 (Date of incorporation)

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

6. expected 8/3/95 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3221-115 DURHAM DR RALEIGH, NC 27603 (Current mailing address)

8. RETAIL BUSINESS (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: LISA J. DELONGE

Office Address: 13234 N. DALE MARRY TAMPA, Florida, 33618 (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.

Lisa J. DeLonge (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.

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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: DOUGLAS G. PEARSELL 27603

Address: 3221 DURHAM DR #115 RALEIGH, NC 27603

Vice Chairman: _____

Address: _____

Director: LEE D. PEARSELL

Address: 3221 DURHAM DR #115 RALEIGH, NC 27603

Director: _____

Address: _____

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

President: LEE D. PEARSELL

Address: 3221 DURHAM DR #115 RALEIGH, NC 27603

Vice President: DOUGLAS G. PEARSELL

Address: 3221 DURHAM DR #115 RALEIGH, NC 27603


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. DOUGLAS G. PEARSELL VP
(Typed or printed name and capacity of person signing application)

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ALLIANCE OF STATE
WOMEN OF FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

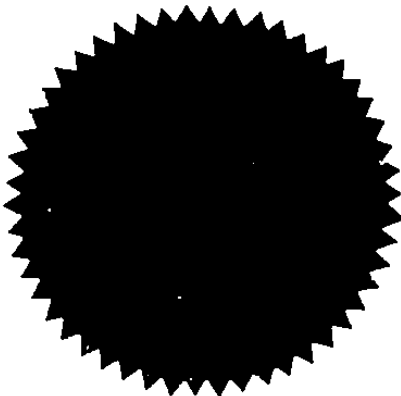
I, RUFUS L. EDMISTEN, *Secretary of State of the State of North Carolina*, do hereby certify that

KIDS CONVERTIBLES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 30th day of October, 1989, with its period of duration being perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of July, 1995.



Rufus L. Edmisten

Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA