

F98000006288

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

400002634014--7
-09/08/98--01099--001
*****78.75 *****78.75

SUBJECT: KARIN GLASS & ASSOCIATES, 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:

KENNETH R. GLASS
(Name of Person)

KARIN GLASS & ASSOCIATES, INC
(Firm/Company)

5225 EMCO DRIVE
(Address)

INDIANAPOLIS, IN 46220-4343
(City/State/Zip)

W98-20494

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

MARK H. MORRIS at (317) 634-4000
(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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1998

KENNETH R. GLASS
KARIN GLASS & ASSOCIATES INC
5225 EMCO DRIVE
INDIANAPOLIS, IN 46220-4343

SUBJECT: KARIN GLASS & ASSOCIATES, INC.
Ref. Number: W98000020494

We have received your document for KARIN GLASS & ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 198A00045818

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

FT

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. KARIN GLASS & ASSOCIATES, 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. INDIANA 3. 35-1725380
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 9, 1987 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MARCH 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

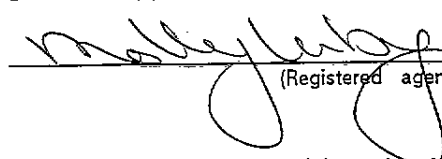
7. 5225 EMCO DRIVE
INDIANAPOLIS, IN 46220-4343
(Current mailing address)

8. SPORTS EVENT MERCHANDISING
(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: ~~NONE~~ Molly Luby
Office Address: 1550 Brickell Avenue
Miami, Florida, 33129
(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)
A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: KARIN L. GLASS
Address: 5225 EMCO DRIVE
INDIANAPOLIS, IN 46220

Vice Chairman: _____
Address: _____

Director: KENNETH R. GLASS
Address: 5225 EMCO DRIVE
INDIANAPOLIS, IN 46220

Director: _____
Address: _____

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

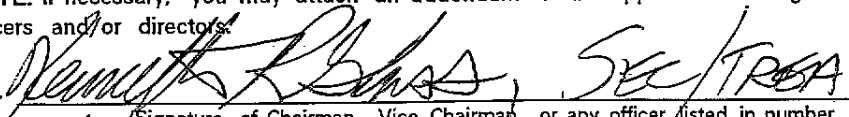
President: KARIN L. GLASS
Address: 5225 EMCO DRIVE
INDIANAPOLIS, IN 46220

Vice President: _____
Address: _____

Secretary: KENNETH R. GLASS
Address: 5225 EMCO DRIVE
INDIANAPOLIS, IN 46220

Treasurer: KENNETH R. GLASS
Address: 5225 EMCO DRIVE
INDIANAPOLIS, IN 46220

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

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

14. KENNETH R. GLASS
(Typed or printed name and capacity of person signing application)

STATE OF INDIANA

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

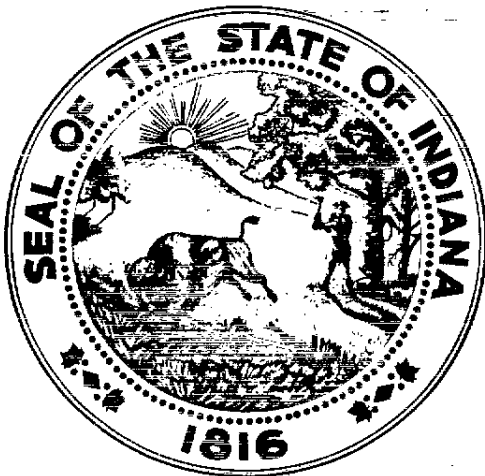
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

KARIN GLASS & ASSOCIATES, INC.

filed Articles of Incorporation on December 09, 1987, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Fourteenth day of August, 1998.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

A handwritten signature in black ink, appearing to be "JK" or similar initials, written over a horizontal line.

Deputy