

FOOOOOOO 1194

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WINDHAM 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:

900003140469-3
-02/18/00--01106--009
*****70.00 *****70.00

ELLEN POLLAK
(Name of Person)

W-4825

WINDHAM ASSOCIATES INC. dba NATIONAL ENTERPRISE SYSTEMS
(Firm/Company)

5311 NORTHFIELD RD. SUITE 302
(Address)

CLEVELAND, OH 44146
(City/State/Zip)

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

MEGAN MULHALL at (800) 973-0600 X176
(Name of Person) (Area Code & Daytime Telephone Number)

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00 MAR -6 PM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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3/6

Enclosed is a check for the following amount:

- \$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

February 22, 2000

ELLEN POLLAK
5311 NORTHFIELD RD., STE 302
CLEVELAND, OH 44146

SUBJECT: WINDHAM ASSOCIATES INC
Ref. Number: W00000004825

We have received your document for WINDHAM ASSOCIATES 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):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 700A00009441

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STATE
OF FLORIDA

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RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned ERNEST R. POLLAK, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
WINDHAM ASSOCIATES, INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of OHIO,
was duly adopted on JULY 2, 20 1987.

Be it resolved, that WINDHAM ASSOCIATES, INC.
(Corporate Name)

organized and existing in the State of OHIO, hereby adopts the name
NATIONAL ENTERPRISE SYSTEMS, INC. for use in Florida

Dated: 2/28/00


Signature of either Chairman, Vice Chairman or any officer

ERNEST R. POLLAK - PRESIDENT
Type or print Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
60 MAR -6 PM 9:33

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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. Windham 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. OHIO - USA (State or country under the law of which it is incorporated) 3. 34-1556903 (FEI number, if applicable)

4. JULY 2, 1987 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5311 NORTHFIELD ROAD, SUITE 302 CLEVELAND, OH 44146 (Current mailing address)

8. DEBT COLLECTIONS (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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324 (Zip code)

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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.

C T Corporation System

(Registered agent's signature) Gil S. Apelis, Asst. Secretary

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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: ERNEST R. POLLAK

Address: 32948 LINDEN

SOLON, OH 44139

Vice President: ELLEN POLLAK

Address: 32948 LINDEN

SOLON, OH 44139

Secretary: ELLEN POLLAK

Address: 32948 LINDEN

SOLON, OH 44139

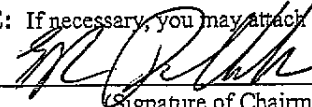
Treasurer: ERNEST R. POLLAK

Address: 32948 LINDEN

SOLON, OH 44139

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TALLAHASSEE, FLORIDA

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

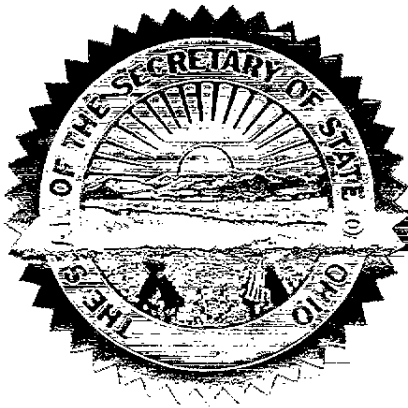
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ERNEST R. POLLAK - PRESIDENT
(Typed or printed name and capacity of person signing application)

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



I, J. Kenneth Blackwell, 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 WINDHAM ASSOCIATES, INC., an Ohio corporation, Charter No. 704390, having its principal location in Warrensville Heights, County of Cuyahoga, was incorporated on July 2, 1987 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at
Columbus, Ohio on
January 11, 2000

J. Kenneth Blackwell
Secretary of State

FILED
00 MAR -6 11:39:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA