

F02000004877

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

⑦ 9/25 FOR CORP CC

SUBJECT: AMERIFIRST, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

00855^A 00310^A 02963

00824 - add of Fla not accept

DAJH

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:

Dan W. Armstrong

(Name of Person)

Dan W. Armstrong & Associates, P.A.

(Firm/Company)

814 AIA North, Suite 306

(Address)

Ponte Vedra Beach, Florida 32082

(City/State and Zip code)

100007607351--B

-09/09/02-01083-004

*****78.75 *****78.75

W0276241

For further information concerning this matter, please call:

Dan W. Armstrong

(Name of Person)

at (904) 280-0058

(Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 25 AM 10:45

FILED

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Jim Smith
Secretary of State

September 10, 2002

DAN W. ARMSTRONG
DAN W. ARMSTRONG & ASSOCIATES, P.A.
814 A1A NORTH, SUITE 306
PONTE VEDRA BEACH, FL 32082

SUBJECT: AMERIFIRST, INC.
Ref. Number: W02000026241

We have received your document for AMERIFIRST, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 602A00051902



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 17, 2002

DAN W. ARMSTRONG
DAN W. ARMSTRONG & ASSOCIATES, P.A.
814 A1A NORTH, SUITE 306
PONTE VEDRA BEACH, FL 32082

SUBJECT: AMERIFIRST, INC.
Ref. Number: W02000026241

We have received your document for AMERIFIRST, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

The alternate name on the resolution is not acceptable. Adding "of Florida" to the name does not make a difference.

Please return 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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 202A00052995

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned John Tooke, do hereby certify

that this Resolution of the Board of Directors of _____

AMERIFIRST, INC.

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on September 23, 2002

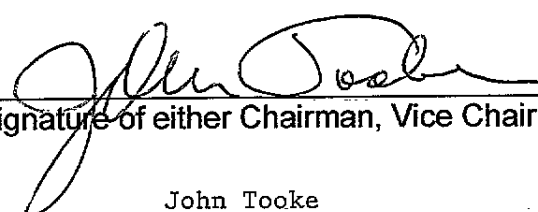
Be it resolved, that AMERIFIRST, INC.

Organized and existing in the State of Delaware, hereby adopts the name

Amerifirst Holding Corp.

for use in Florida.

Dated: September 23, 2002



Signature of either Chairman, Vice Chairman or any officer

John Tooke

Type or print name

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. AMERIFIRST, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 19, 2002 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 814 A1A North, Suite 307, Ponte Vedra Beach, FL 32082
(Principal office address)
814 A1A North, Suite 307, Ponte Vedra Beach, FL 32082
(Current mailing address)

8. Investments
(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)

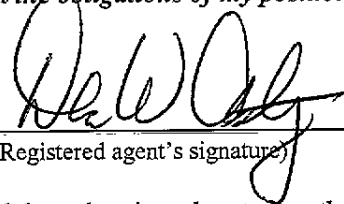
Name: Dan W. Armstrong

Office Address: 814 A1A North, Suite 306

Ponte Vedra Beach, Florida 32082
(City) (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.

02 SEP 25 AM 10:45
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John Tooke

Address: 814 A1A North, Suite 307
Ponte Vedra Beach, Florida 32082

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John Tooke

Address: 814 A1A North, Suite 307
Ponte Vedra Beach, Florida 32082

Vice President: _____

Address: _____


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)

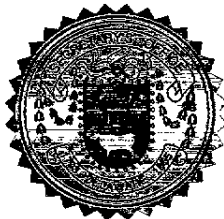
14. John Tooke, President
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERIFIRST, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF SEPTEMBER, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3560139 8300

AUTHENTICATION: 1966798

020554833

DATE: 09-04-02