

FO3000006346

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

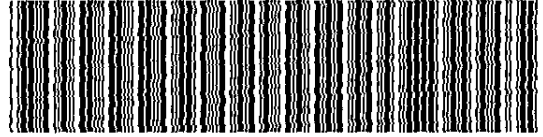
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

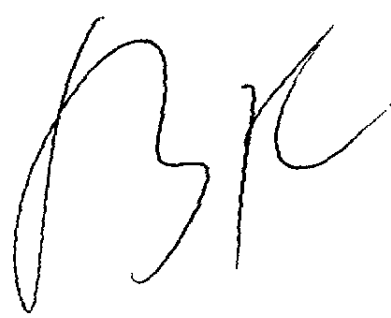
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FILED
03 DEC 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 DEC 23 PM 1:31
DIVISION OF CORPORATION



DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

FILED
03 DEC 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Account Number FCA000000017

Reference: _____
(Sub Account)

Date: 12/23/03

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (x261)

Corporation Name: RMC Florida Group, Limited

Entity Number: _____

Authorization: Kim Pullen

Certified Copy

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

Amendments

Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

CF Internal Use Only

Client: 48328 Matter: 15439

Name: David Burke Office: TPA



RMC FLORIDA GROUP, INC.

One Decatur Town Center
150 East Ponce de Leon Avenue, Suite 450
Decatur, GA 30030
Tel.: (404) 371-1050 Fax: (404) 371-5740
www.rmcindustries.com

December 22, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA HAND DELIVERY

FILED
DEC 23 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Affidavit Immediately Making Available Name of RMC Florida Group, Inc.,
("Corporation") Upon Its Dissolution

Dear Sir or Madam:

Please see the attached affidavit intending to make the name of the Corporation immediately available for assumption and use by that certain foreign corporation that is qualifying to do business in Florida, being qualified by the law firm of Carlton Fields on or of even or of subsequent date with the Corporation's filing of the attached affidavit. Such qualifying corporation to be known as "RMC Florida Group, Inc."

Your assistance in this matter is appreciated.

Sincerely,

Neil C. Schemm, Assistant Secretary
RMC Florida Group, Inc

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RMC Florida Group, Limited, qualifying as RMC Florida Group, 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:

Neil C. Schemm

(Name of Person)

RMC Florida Group, Inc.

(Firm/Company)

One Decatur TownCenter, Suite 450

150 East Ponce de Leon Ave. (Address)

Decatur, GA 30030

(City/State and Zip code)

For further information concerning this matter, please call:

Neil C. Schemm

(Name of Person)

at (404) 371-1050

(Area Code & Daytime Telephone Number)

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

FILED
03 DEC 23 PM 2:07
TALLAHASSEE, FLORIDA

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.

FILED
03 DEC 23 PM 2:07
TAMPA, FLORIDA

1. FMC Florida Group, Limited, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

~~FMC Florida Group, Inc.~~
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. United Kingdom 3. 98-0413199
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 19, 2003 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. 59 Sarasota Center Boulevard, Sarasota, FL 34240
(Principal office address)

Same
(Current mailing address)

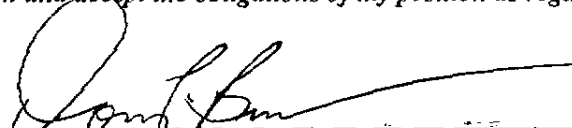
8. All lawful purposes
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CFRA, LLC, a Florida limited liability company
Office Address: ONE HARBOUR PLACE
777 S. HARBOUR ISLAND BLVD., 5TH FLOOR 33602-5730
Tampa, Florida 33601-3239
(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) David P. Burke, Esquire

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Delbert H. Tanner

Address: One Decatur TownCenter, Suite 450
150 East Ponce de Leon Ave.
Decatur, GA 30030

Vice Chairman: Grant W. Bruce

Address: One Decatur TownCenter, Suite 450
150 East Ponce de Leon Ave.
Decatur, GA 30030

Director: Richard A. Buckelew

Address: 59 Sarasota Center Blvd.
Sarasota, FL 34240

Director: _____

Address: _____

B. OFFICERS

President: Richard A. Buckelew

Address: 59 Sarasota Center Blvd.
Sarasota, FL 34240

Vice President: James K. McDaniel

Address: 59 Sarasota Center Blvd.
Sarasota, FL 34240

Secretary: Nicholas L. Matteo

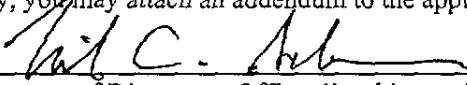
Address: 59 Sarasota Center Blvd., Sarasota, FL 34240

Treasurer: Nicholas L. Matteo

Address: 59 Sarasota Center Blvd., Sarasota, FL 34240

SEE ADDENDUM ATTACHED FOR ADDITIONAL OFFICES

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Neil C. Schemm, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Addendum
To
Application By Foreign Corporation For Authorization To Transact Business in Florida

RMC Florida, Limited, Inc.
~~Qualifying As RMC Florida Group, Inc.~~

B. Officers (Continued)

Assistant Secretary: Neil C. Schemm
Address: One Decatur TownCenter, Suite 450
150 East Ponce de Leon Ave.
Decatur, GA 30030



THE COMPANIES ACT 1985

Company No. 4969376

The Registrar of Companies for England and Wales hereby certifies that

RMC FLORIDA GROUP, LIMITED (originally called **TENWOOD LIMITED** changed its name on 24th November 2003 to **RMC FLORIDA GROUP LIMITED** which was changed on 26th November 2003 to **RMC FLORIDA GROUP, LIMITED** each change having been made by special resolution) was incorporated under the Companies Act 1985 as a limited company on 19th November 2003.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct, and as far as the Registrar is aware:-

- a) the company is not in liquidation or subject to an administration order, and
- b) no receiver or manager of the company's property has been appointed.

Given at Companies House, Cardiff the 17th December 2003

G. Thompson
GERAINT R. THOMPSON

for the Registrar of Companies



Companies House

— for the record —