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(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:

*Please call
when Ready
425-6654*

Office Use Only



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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08 NOV 20 AM 10:37

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 NOV 24 AM 11:45

FILED

W08-52741

B. McKnight NOV 24 2008

RADEY | THOMAS | YON | CLARK

Attorneys & Counselors at Law

Post Office Box 10967 (32302)
301 South Bronough Street, Suite 200
Tallahassee, Florida 32301
www.radeylaw.com

850-425-6654 phone
850-425-6694 fax

November 20, 2008

VIA HAND DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed is an application and related document to qualify Ameri-First Enterprises Corporation as a foreign corporation. Please call me at 425-6654 as soon as the certified documents are available, and I will send someone to pick them up in your office. Thank you for your prompt attention to this matter.

Sincerely,



Bert L. Combs

BLC:kde
Enc.

KAREN ASHER-COHEN | DONNA E. BLANTON | SUSAN F. CLARK | BERT L. COMBS | THOMAS A. CRABB | TONI A. EGAN

JEFFREY L. FREHN | CHRISTOPHER B. LUNNY | ELIZABETH McARTHUR | TRAVIS L. MILLER

JOHN RADEY | LISA C. SCOLES | HARRY O. THOMAS | DAVID A. YON | TERRY DEASON*

* non lawyer
special consultant

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November 24, 2008

VIA HAND DELIVERY

Becky McKnight
Division of Corporations
Florida Department of State
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

RE: Ameri-First Enterprises Corporation
Reference Number: W08000052741

Dear Becky:

In response to your letter of November 21, 2008, enclosed is an original Certificate of Good Standing from Ameri-First Enterprises Corporation's state of domicile. I have also enclosed a copy of this certificate and a copy of your November 21st letter as requested.

Thank you for your assistance. Please call me at 425-6654 once the documents are ready, and I will send someone to pick them up.

Sincerely,



Bert L. Combs

BLC:kde
Enc.

KAREN ASHER-COHEN | DONNA E. BLANTON | SUSAN F. CLARK | BERT L. COMBS | THOMAS A. CRABB | TONI A. EGAN

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* non lawyer
special consultant



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 21, 2008

BERT L COMBS
RADEY THOMAS YON CLARK

SUBJECT: AMERI-FIRST ENTERPRISES CORPORATION
Ref. Number: W08000052741

We have received your document for AMERI-FIRST ENTERPRISES CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return the corrected original and one copy of 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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 808A00058055

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AMERI-FIRST ENTERPRISES CORPORATION

(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:

THEODORE B. LIBAN, ESQ.

(Name of Person)

AMER-FIRST ENTERPRISES CORPORATION

(Firm/Company)

200 SOUTH ANDREWS AVENUE, 11TH FLOOR PENTHOUSE

(Address)

FORT LAUDERDALE, FLORIDA 33301

(City/State and Zip code)

For further information concerning this matter, please call:

THEODORE B. LIBAN

(Name of Person)

at (561) 400-5374

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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. AMERI-FIRST ENTERPRISES CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. NOVEMBER 13, 2008

(Date of incorporation)

5.

PERPETUAL

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

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 200 SOUTH ANDREWS AVENUE, 11TH FLOOR PENTHOUSE, FORT LAUDERDALE, FLORIDA 33301

(Principal office address)

200 SOUTH ANDREWS AVENUE, 11TH FLOOR PENTHOUSE, FORT LAUDERDALE, FLORIDA 33301

(Current mailing address)

8. ENGAGE IN ANY LAWFUL ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF DELAWARE

(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 NOT acceptable)

Name: **THEODORE B. LIBAN, ESQ.**

Office Address: **200 SOUTH ANDREWS AVENUE, 11TH FLOOR PENTHOUSE**

FORT LAUDERDALE, Florida **33301**

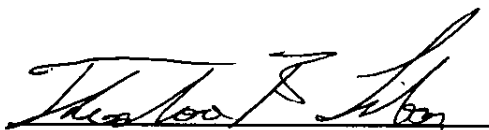
(City)

(Zip code)

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TALLAHASSEE, FLORIDA

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAMES C. WALTON

Address: 200 SOUTH ANDREWS AVENUE, 11TH FLOOR PENTHOUSE, FORT LAUDERDALE, FLORIDA 33301

Vice Chairman: N/A

Address: N/A

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JAMES C. WALTON

Address: 200 SOUTH ANDREWS AVENUE, 11TH FLOOR PENTHOUSE, FORT LAUDERDALE, FLORIDA 33301

Vice President: Theodore B. Liban, EXECUTIVE VICE PRESIDENT & GENERAL COUNSEL

Address: 200 SOUTH ANDREWS AVENUE, 11TH FLOOR PENTHOUSE, FORT LAUDERDALE, FLORIDA 33301

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. *Theodore B. Liban*

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

14. Theodore B. Liban, EXECUTIVE VICE PRESIDENT & GENERAL COUNSEL

(Typed or printed name and capacity of person signing application)

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA BY AMERI-FIRST ENTERPRISES
CORPORATION-ADDITIONAL CORPORATE OFFICERS**

**CHIEF EXECUTIVE OFFICER, JERRY D. CROOK, 200 SOUTH ANDREWS AVENUE,
11TH FLOOR PENTHOUSE, FORT LAUDERDALE, FLORIDA 33301**

**CHIEF OPERATING OFFICER, ROBIN L. BECK, 200 SOUTH ANDREWS AVENUE,
11TH FLOOR PENTHOUSE, FORT LAUDERDALE, FLORIDA 33301**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "AMERI-FIRST ENTERPRISES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

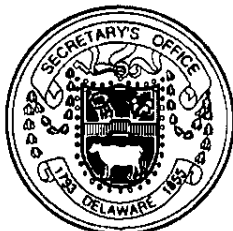
THE FOLLOWING DOCUMENT HAS BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 2008, AT 9:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATE IS THE ONLY PAPER OF RECORD, THE CORPORATION IN QUESTION NOT HAVING FILED AN AMENDMENT NOR HAVING MADE ANY CHANGE WHATEVER IN THE ORIGINAL CERTIFICATE AS FILED.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
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SECRETARY OF STATE
WILMINGTON, DELAWARE



4620725 8315

081136302

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6981338

DATE: 11-21-08