

F94000006023

LAW OFFICES
JAMES P. PANICO
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111 SOUTH MAITLAND AVENUE, SUITE 100
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

TELEPHONE (407) 647-7200
FAX (407) 647-1420

December 6, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/09/99--01072--020
*****35.00 *****35.00

Re: Management Company of the South, Inc.

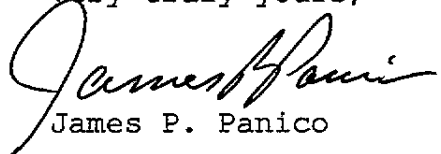
Gentlemen:

Enclosed herewith please find original Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida with attachment for filing along with our firm's check in the amount of \$35.00.

Please send confirmation of the filing to the undersigned at the letterhead address.

Thank you for your prompt attention in this matter.

Very truly yours,


James P. Panico

JPP/sar
Enc.
cc: ICS Management, Inc.

FILED
00 JAN 12 PM 4:44
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

1-13-2000
All name chg

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CORPORATION AND BUSINESS LAW
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January 10, 2000

Florida Dept. Of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

ATTN: Anna Chesnut, Corporate Specialist

Re: Management Company of the South, Inc.
Ref #: F94000006023

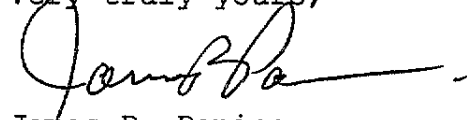
Dear Ms. Chesnut:

Pursuant to your letter of December 16, 1999, a copy of which is enclosed for your reference, enclosed herewith please find the documents which we previously forwarded to your office for filing along with the original Resolution of Board of Directors pursuant to your instructions.

Please do not hesitate to contact the undersigned should you need anything further.

Thank you for your prompt filing of the enclosed.

Very truly yours,



James P. Panico

JPP/sar
Enc.

Allyne chg
file date
1-12

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Frank Barefield (Name), do hereby certify

that this Resolution of the Board of Directors of ICS Management, Inc.

(Corporate Name)

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


was duly adopted on January 4, 2000

Be it resolved, that ICS Management, Inc. (Corporate Name)

organized and existing in the State of Alabama, hereby adopts the name

ICS Management of Alabama, Inc. for use in Florida.

Dated: January 4, 2000


Signature of either Chairman, Vice Chairman or any officer
Frank Barefield, Chairman

Frank Barefield, Chairman
Type or print name

FILED
00 JAN 12 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Management Company of the South, Inc.
Name of corporation as it appears on the records of the Department of State.
2. State of Alabama 3. Nov. 22, 1994
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 2, 1997.

5. ICS Management, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.


N/A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

New Jurisdiction


Signature
FRANK BAREFIELD
Typed or printed name

11/17/99
Date
Chairman
Title

00 JAN 12 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office discloses that Management Company of the South, Inc. incorporated in Jefferson County, Birmingham, Alabama on November 10, 1988; that on January 24, 1997, the name Management Company of the South, Inc. was changed to ICS Management, Inc. I further certify that the records do not disclose that said ICS Management, Inc. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

11/30/99

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State