F96000001124

March 1, 1996

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

*****35.00 *****35.00

Re: Registration of Nations Bell, Inc. as a foreign corporation

*****35.00 *****35.00

Dear Sirs:

Enclosed please find our Application by Foreign Corporation for Authorization to Transact Business in Florida, with a Certificate of Existence from the State of Texas. In addition, enclosed you will find two (2) checks totaling $70.00 as the registration fee.

Thank you for your assistance.

Sincerely,

Steven L. Groom

SLG/tn

enclosure

13455 NOEL ROAD 10TH FLOOR * DALLAS, TX 75240 * PH# 214-851-7851 * FAX 214-702-7165

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. Nations Bell 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. Texas
(State or country under the law of which it is incorporated)

3. 75 248 0756
(FEI number, if applicable)

4. February 8 1993
(Date of Incorporation)

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

6. No business has been transacted in the State of Florida by Nations Bell Inc.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 13455 Noel Rd Suite 1000
Dallas Texas 75240
(Current mailing address)

8. Any and all lawful business.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Mr. John Blower

Office Address: 900 Court Cay Dr #6G

Clearwater, Florida, 34622
(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.

John Blower
(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 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: Eric Green

Address: 13455 Noel Rd. #1000 Dallas Tx 75240

Vice Chairman: Robert Green

Address: 13455 Noel Rd. #1000 Dallas Tx 75240

Director: Steven Green

Address: 13455 Noel Rd. #1000
Dallas Tx 75240

Director:

Address:

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

President: Eric Green

Address: 13455 Noel Road #1000
Dallas Texas 75240

Vice President: Robert Green

Address: 13455 Noel Rd. #1000
Dallas Texas 75240

Secretary: Robert Green

Address: 13455 Noel Rd. #1000
Dallas Tx 75240

Treasurer: Steven Green

Address: 13455 Noel Rd. #1000 Dallas Texas 75240

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 Steven L. Green - Vice President
(Typed or printed name and capacity of person signing application)

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

NATIONS BILL, INC.
CHARTER# 1259243

were filed in this office and a certificate of incorporation was issued on

FEBRUARY 8, 1993;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and that the corporation is still in existence.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on February 27, 1996.

Antonio O. Garza, Jr.
Secretary of State

RAM