

**F96000003054**

Sunstate Research Inc  
Requester's Name

PO Box 11271

Address

Tall FL 32302

City/State/Zip

Phone #

400001865224

-06/18/96--01072--039

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. BEE INC (Corporation Name) d/b/a BEE ORLANDO INC (Document #)

2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in   
  Pick up time \_\_\_\_\_   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96/18  
 FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 96 JUN 18 PM 12:14

RECEIVED  
 96 JUN 19 AM 11:05  
 DIVISION OF CORPORATION

Examiner's Initials	
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UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS OF BEF, INC.

The undersigned, being all of the directors of BEF, INC., a Tennessee corporation (the "Corporation"), hereby make the following written statement in lieu of holding a special meeting, pursuant to §48-10-202 of the Tennessee Business Corporation Act, effective as of the 31st day of May, 1996:

WHEREAS, the Corporation desires to qualify to transact business in the State of Florida;

WHEREAS, there is already in existence a Florida corporation with the name BEF, Inc.;

WHEREAS, in order to comply with Florida Statutes, the Corporation must qualify to do business under a fictitious name; and

WHEREAS, the Corporation intends to qualify to transact business in Florida under the name BEF Orlando, Inc.

NOW THEREFORE BE IT, RESOLVED, that the Corporation shall qualify to do business in Florida under the name BEF Orlando, Inc.; and

FURTHER RESOLVED, that each of the President and the Secretary of the Corporation is hereby authorized to execute and deliver in the name and on behalf of the Corporation any documents necessary to effectuate the foregoing resolution, which documents shall contain such terms and conditions as shall be approved by the officer executing such documents, such approval to be conclusively evidenced by his or her execution thereof.

This consent may be signed in counterparts, each of which will be considered an original and all of which shall constitute the same document. This consent shall be effective when a signed copy has been transmitted to the Corporation by telecopier or otherwise.

Dated: 5/20/96

[Signature]
Jack R. Belz, Director

Dated: 5/20/96

[Signature]
Andrew J. Groveman, Director

Dated: 5/20/96

[Signature]
Jimmie B. Williams, Director

Dated: \_\_\_\_\_

[Signature]
Lothar Estein, Director

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DIVISION OF CORPORATIONS
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**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. BEF, INC., d/b/a BEF ORLANDO, 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. Tennessee 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/3/96 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 530 Oak Court Drive, Suite 300  
Memphis, TN 38117  
(Current mailing address)

8. Anything lawful under the laws of the State of Florida.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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**9. Name and street address of Florida registered agent:**

Name: Corporation Company of Miami  
201 S. Biscayne Blvd.  
Office Address: 1600 Miami Center  
Miami, Florida, 33131  
(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.*

CORPORATION COMPANY OF MIAMI  
By: Jill B. Zammas Jill B. Zammas, Assistant Secretary  
(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)**

Director:

Chairman: JACK A. BELZ  
Address: 530 Oak Court Drive, Suite 300  
Memphis, TN 38117

Director:

Vice Chairman: ANDREW J. GROVEMAN  
Address: 530 Oak Court Drive, Suite 300  
Memphis, TN 38117

Director:

JIMMIE D. WILLIAMS  
Address: 530 Oak Court Drive, Suite 300  
Memphis, TN 38117

Director:

LOTHAR ESTEIN  
Address: 5211 International Drive  
Orlando, FL 32819

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

President: JACK A. BELZ  
Address: 530 Oak Court Drive, Suite 300  
Memphis, TN 38117

Vice President: ANDREW J. GROVEMAN  
Address: 530 Oak Court Drive, Suite 300  
Memphis, TN 38117

Vice President/  
Secretary: JIMMIE D. WILLIAMS  
Treasurer  
Address: 530 Oak Court Drive, Suite 300  
Memphis, TN 38117

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

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

- 13. *[Signature]*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
- 14. *Jimmie D. Williams - Vice Pres*  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS  
96 JUN 18 PM 12:14

**Secretary of State**

**Corporations Section**

James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 06/13/1996  
REQUEST NUMBER: 26126099  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/03/1996  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0311457  
JURISDICTION: TENNESSEE

TO:  
THE SEARCH IS ON  
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:  
THE SEARCH IS ON  
PO BOX 120598

NASHVILLE, TN 37212

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"BEF, INC."

-----  
IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID,  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 18 PM 12:14

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/13/96

FROM:  
TSIO (BOX 120598)  
P. O. BOX 120598

NASHVILLE, TN 37212-0000

RECEIVED: FEES \$10.00 \$10.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00001974612  
ACCOUNT NUMBER: 00000499



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE