

F96000006529

LAW OFFICES
SWISHER & COHRT, P.L.C.

328 WEST FOURTH STREET
P.O. BOX 1200
WATERLOO, IOWA 50704

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STEVEN A. WEIDNER
LARRY J. COHRT
J. DOUGLAS OBERMAN
STEPHEN J. POWELL
JIM D. DEKOSTER
SAMUEL C. ANDERSON
ROBERT C. GRIFFIN
KEVIN ROGERS
BETH E. HAMLEN
MARK F. CONWAY
NATALIE WILLIAMS BURRIS
ROBERT L. FORD

September 9, 1996

TELEPHONE 319-232-4555
FACSIMILE 319-232-4555

BENJAMIN F. SWISHER (1875-1959)
LEO J. COHRT (1896-1974)
CHARLES F. SWISHER (1919-1984)
JEFFREY J. GREENWOOD (1953-1993)

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

Re: Professional Office Services, Inc.

Dear Secretary of State:

This law firm represents Professional Office Services, Inc., an Iowa corporation, that has been doing business in Florida for some years without registration. Our client wishes to correct that situation. We enclose the completed and signed Application, the Certificate of Existence from the Iowa Secretary of State, and our client's check in the amount of \$1,261.25, which is the fee that was calculated by your office for this filing. We understand that there is currently an amnesty extended to filers such as our client, thereby avoiding any other penalty. Our client wishes to avail itself of that amnesty. If there are any questions or any further action needed by our client to obtain proper status in Florida, please advise the undersigned.

Thank you.

Very truly yours,

SWISHER & COHRT, P.L.C.

By: *Steven A. Weidner*
Steven A. Weidner

SAW:ljb
Enc.

cc: Clement J. Havlik

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DIVISION OF CORPORATIONS
96 DEC 13 PM 12:35



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1996

STEVEN A. WEIDNER, ESQ.
PO BOX 1200
WATERLOO, IA 50704

SUBJECT: PROFESSIONAL OFFICE SERVICES, INC.
Ref. Number: W96000019169

The past annual report fees have been received. However, there is a \$70.00 filing fee due. Also, please be advised that this office is required to collect charter tax on those foreign corporations that have transacted business in Florida without authority prior to July 1, 1987. I am enclosing a charter tax form to be completed for this purpose. Once the appropriate information is completed, you may call me for the calculation of the charter tax.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 696A00042395

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Herbert E. Williams, do hereby certify
(Name)

that this Resolution of the Board of Directors of Professional Office Services, Inc.

(Corporate Name)

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

was duly adopted on December 12, 19 96.

Be it resolved, that Professional Office Services, Inc.
(Corporate Name)

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

Professional Office Services, Inc. of Iowa for use in Florida.

Dated: December 12, 1996

Herbert E. Williams
Signature of either Chairman, Vice Chairman or any officer

Herbert E. Williams
Type or print name

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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. Professional Office Services, 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. Iowa
(State or country under the law of which it is incorporated)
3. 42-0956287
(FBI number, if applicable)
4. August 14, 1970
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1980
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. 64 Industrial Blvd.
Winter Haven, FL 33880
(Current mailing address)

- Any lawful act concerning any and all business for which corporations may be
8. organized under the Iowa Business Corporation Act.
(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: Kenneth P. Spurling

Office Address: 64 Industrial Blvd.

Winter Haven, Florida, 33880
(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.

Kenneth P. Spurling
(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.

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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: Herbert E. Williams

Address: 880 Prospect Blvd., Waterloo, IA 50701

Vice Chairman: J. Robert Thomas

Address: 2522 Minnetonka Drive, Cedar Falls, IA 50613

Director: Clement J. Havlik

Address: 4015 South Lawn Road, Cedar Falls, IA 50613

Director: N/A

Address: _____

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

President: Herbert E. Williams

Address: 880 Prospect Blvd., Waterloo, IA 50701

Vice President: J. Robert Thomas

Address: 2522 Minnetonka Drive, Cedar Falls, IA 50613

Secretary: Clement J. Havlik

Address: 4015 South Lawn Road, Cedar Falls, IA 50613

Treasurer: Clement J. Havlik

Address: 4015 South Lawn Road, Cedar Falls, IA 50613

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

13. Clement J. Havlik
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
Clement J. Havlik, Secretary

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

Florida Department of State, Sandra B. Mortham, Secretary of State

THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN TRANSACTING BUSINESS IN FLORIDA PRIOR TO QUALIFICATION TO DETERMINE CHARTER TAX THAT MUST BE PAID.

Authorized number of shares (itemized by class and par value) the corporation had when it first transacted business in Florida. If shares have no par value, enter "NPV" and the number of shares.

1,000,000 NPV

"VALUE" may be defined in any terms consistent with generally accepted accounting principles.

- A. Estimated value of all property owned by Corporation for the year it first transacted business in Florida, wherever located. \$ 944,073
- B. Estimated Gross amount of business transacted by the Corporation for the year it first transacted business in Florida \$ 6,200,395
- C. Estimated Value of all property in Florida owned by the Corporation for the year it first transacted business in Florida. \$ 148,608
- D. Estimated Gross amount of business transacted in Florida by the Corporation during the year it first transacted business in Florida. \$ 60,000
- E. TOTAL of "A" and "B" \$ 7,144,468
- F. TOTAL of "C" and "D" \$ 208,608
- G. DIVIDE "F" by "E" \$ 2.9%
- H. ~~Corporations with par value stock~~
Multiply "G" and Authorized Shares and their par value. \$
- I. Corporations with no par value stock:
Multiply "G" by Total Authorized Shares. (1,000,000 x .029) \$ 29,000

THIS PORTION IS FOR OFFICE USE ONLY AND IS TO BE COMPLETED BY DOCUMENT EXAMINER UPON QUALIFICATION

Document # _____

Corporation Name _____

Penalty Paid for year(s) _____

Charter tax paid _____

AR Fee paid for year(s) _____

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IOWA

No. 00155454
Date: 02/29/1996

SECRETARY OF STATE

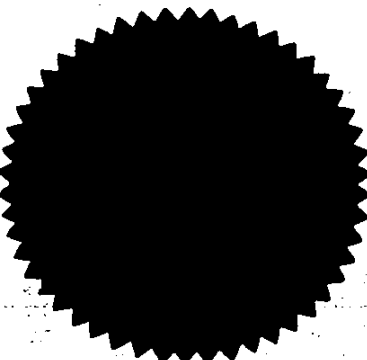
490 DP-000033123
PROFESSIONAL OFFICE SERVICES, INC.
CLEMENT J HAVLIK
PO BOX 450
WATERLOO, IA 50704

CERTIFICATE OF EXISTENCE

Name: PROFESSIONAL OFFICE SERVICES, INC.
Begin date: 19700814
Expiration: PERPETUAL

I, PAUL D. PATE, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa business corporation act have been paid by the corporation, that the most recent annual corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.

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Paul D. Pate

SECRETARY OF STATE



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