

F980000002378

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: AMERICAN GENERAL OF FLORIDA, INC.  
(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.

600002500336--3  
-04/24/98--01120--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Please return all correspondence concerning this matter to the following:

Francis M. McDonald, Jr., Esq.  
(Name of Person)

Cabaniss, McDonald, Smith & Wiggins, P.A.  
(Firm/Company)

P. O. Box 2513  
(Address)

Orlando, FL 32802-2513  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Francis M. McDonald at ( 407 ) 246-1800  
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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4/27

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

6 pgr

CABANISS, McDONALD, SMITH & WIGGINS, P.A.

ATTORNEYS AT LAW

BARNETT BANK CENTER • SUITE 1600  
390 NORTH ORANGE AVENUE • ORLANDO, FLORIDA 32801

POST OFFICE BOX 2513  
ORLANDO, FLORIDA 32802-2513

TELEPHONE (407) 246-1800  
FACSIMILE (407) 246-1895

April 23, 1998

**VIA FEDERAL EXPRESS**

Qualification/Tax Lien Section  
Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: American General of Florida, Inc.

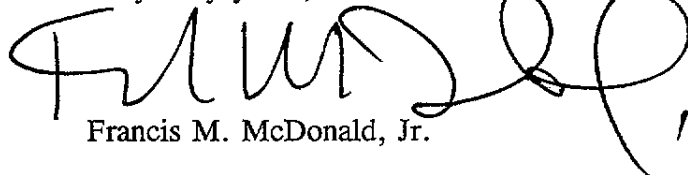
Dear Sir:

Enclosed herewith please find the following:

1. Transmittal letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Resolution for Identification of American General Coatings, Inc. as "American General of Florida, Inc.";
4. Authorization Certificate from Secretary of State of the State of Texas; and
5. My firm's check in the amount of \$87.50, for the required registration fee and two Certificates of Status.

Should you have any questions regarding any of the above, please do not hesitate to contact me. I look forward to receipt of the letter of acknowledgment and the certificates.

Very truly yours,



Francis M. McDonald, Jr.

FMMc/cr  
Enclosures  
c: Horacio A. Ferran (w/out enclosures)

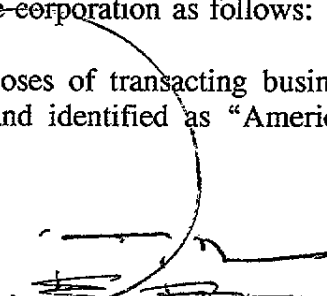
**RESOLUTION**

WHEREAS, American General Coatings, Inc. is desirous of transacting business in the State of Florida; and

WHEREAS, in order to accomplish this desire in conjunction with the requirements of the Florida Business Corporation Act, Fla. Stat. § 607 et seq., the name "American General Coatings, Inc." is not currently available for use in Florida; and

WHEREAS, in order to be able to transact business in the State of Florida according to the aforesaid Act, the following action is taken by the corporation as follows:

BE IT HEREBY RESOLVED, that for purposes of transacting business in Florida, American General Coatings, Inc. shall be known and identified as "American General of Florida, Inc."

  
\_\_\_\_\_  
Horacio A. Ferran, Incorporator  
and Chairman of the Board  
3636 Quietie Drive  
Austin, Texas 78754

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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STATE OF FLORIDA  
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of April 1998, by Horacio A. Ferran, who is [ ] personally known to me or [x] who has produced Texas driver Licence as identification.

Jane A. Shearer  
\_\_\_\_\_  
Notary Public  
Jane A. Shearer  
\_\_\_\_\_  
Printed Name

Commission Number

Commission Expires

JANE A. SHEARER  
Notary Public, State of Florida  
My Comm. Expires Dec. 25, 1999  
No. CC 520852  
Bonded Through Official Notary Service  
1-(800) 723-0121

**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. American General COATINGS, 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 3. 74-2800295  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 5, 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon certification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3636 Quiette Drive, Austin TX 78754  
(Current mailing address)

8. Painting/Wallcovering Contractor  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

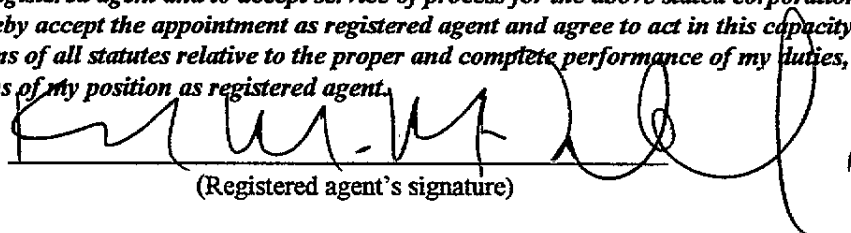
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Francis M. McDonald, Jr.

Office Address: 390 N. Orange Avenue, Suite 1600  
Orlando, Florida, 32801  
(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.*

  
(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. See attached.

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TALLAHASSEE FLORIDA

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: Horacio A. Ferran, Chairman

Address: 3636 Quiette Drive

Austin, TX 78754

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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TALLAHASSEE FLORIDA

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

President: Horacio A. Ferran, President

Address: 3636 Quiette Drive

Austin, TX 78754

Vice President: \_\_\_\_\_

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

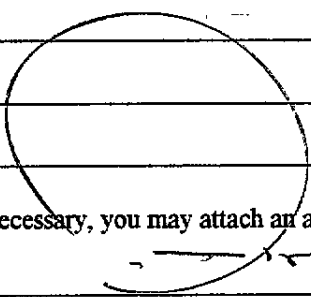
Secretary: \_\_\_\_\_

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

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

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

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. Horacio A. Ferran, Chairman

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



# The State of Texas

SECRETARY OF STATE

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

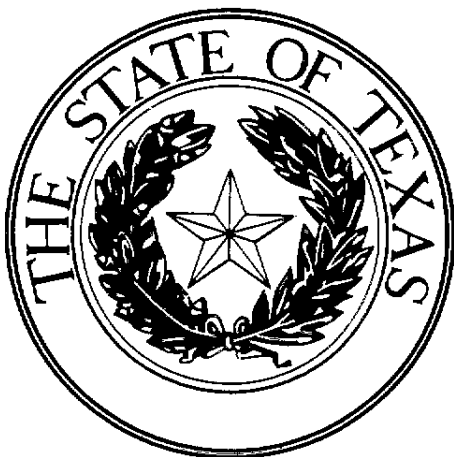
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IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

AMERICAN GENERAL COATINGS, INC.  
File No. 1424495-00

were filed in this office and a certificate of incorporation was issued to this corporation,  
and no certificate of dissolution is in effect and the corporation is currently 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 April 14, 1998.*



Alberto R. Gonzales  
Secretary of State

PH