

F99000005617

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Newcastle Industries, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

200003019392-2
-10/20/99-01038-003
*****78.75 *****78.75

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.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return all correspondence concerning this matter to the following:

Kara Horton, Esq.
(Name of Person)
Thompson Coburn LLP
(Firm/Company)
One Mercantile Center
(Address)
St. Louis, MO 63101
(City/State/Zip)

F99-5617

Name Availability	OK 11-1
Document Examiner	[Signature]
Updater	[Signature]
Preparer	[Signature]
Knowledge	[Signature]
P. Verifier	[Signature]

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

Kara Horton at (314) 552-6558
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

THOMPSON COBURN

October 29, 1999

Thompson Coburn LLP
Attorneys at Law

One Mercantile Center
St. Louis, Missouri 63101-1693
314-552-6000
FAX 314-552-7000
www.thompsoncoburn.com

Sandra S. Rhodes
314-552-6236
FAX 314-552-7000

VIA FEDERAL EXPRESS

Florida Department of State
Attn: Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Newcastle Industries, Inc.

Dear Madam:

I am resubmitting qualification documents for the referenced company for filing with your office. (Please note the name of the company is Newcastle Industries, Inc., not New Castle.) You already have our check for \$78.75 for the fee. The incorrect name of the registered agent has been corrected.

Please call me if you have any questions. A self-addressed, federal express envelope is enclosed for use in returning the signed documents to me. Thank you for your assistance.

Very truly yours,

Thompson Coburn LLP

By

Sandra S. Rhodes
Sandra S. Rhodes

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 22, 1999

KARA HORTON
THOMPSON COBURN LLP
ONE MERCANTILE CENTER
ST. LOUIS, MO 63101

SUBJECT: NEW CASTLE INDUSTRIES, INC.
Ref. Number: W99000024434

We have received your document for NEW CASTLE INDUSTRIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 399A00050999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Newcastle Industries, 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. Missouri 3. 43-0814201
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 17, 1964 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. c/o Newcastle Marine, 19501 Biscayne, Suite 400
Aventura, Florida 33180
(Current mailing address)

8. All lawful business
(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: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, Florida, 33324
(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.

By: See attached
(Registered agent's signature)
CT Corporation System

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)

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

RE: NEWCASTLE INDUSTRIES, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: October 14, 1999

C T CORPORATION SYSTEM

By _____



Jonathan L. Miles,
Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

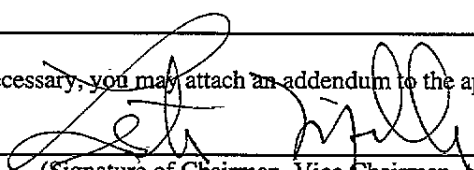
Address: _____

Treasurer: _____

Address: _____

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TALAHASSEE, FLORIDA

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. Lester Miller, Chairman of the Board
(Typed or printed name and capacity of person signing application)

A. Directors

1. Lester Miller
19501 Biscayne, Suite 400
Aventura, Florida 33180
2. Bill Miller
1101 North Warson Road
St. Louis, Missouri 63612
3. Bobbi Miller
6837 Dume Drive
Malibu, California 90265

B. Officers

1. President: Lester Miller
Address: 19501 Biscayne, Suite 400
Aventura, Florida 33180
2. Vice President, Treasurer and Secretary: Bill Miller
Address: 1101 North Warson Road
St. Louis, Missouri 63612
3. Vice President, Assistant Treasurer and Assistant Secretary: Larry M. Hill
Address: 1101 North Warson Road
St. Louis, Missouri 63612
4. Vice President, Assistant Treasurer and Assistant Secretary: Bobbi Miller
Address: 6837 Dume Drive
Malibu, California 90265

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TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

NEWCASTLE INDUSTRIES, INC.

was incorporated under the laws of this State on the 17th day of JUNE, 1964, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 14th day of OCTOBER, 1999.

Rebecca McDowell Cook
Secretary of State

