

F96000004165

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: METROPLEX ENERGY, 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.

Please return all correspondence concerning this matter to the following:

Harriet Landau
(Name of Person)

METROPLEX ENERGY, INC.
(Firm/Company)

P.O. Box 16312
(Address)

Atlanta, GA 30321
(City/State/Zip)

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*****78.75 *****78.75

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

Harriet Landau at (770) 803-9226
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

METROPLEX ENERGY, INC.
P.O. Box 16312
Atlanta, Georgia 30321

August 9, 1996

VIA CERTIFIED MAIL:
#P 283 597 911

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
904-488-9000

RE: **APPLICATION FOR CERTIFICATE OF AUTHORITY**
 METROPLEX ENERGY, INC. to Transact Business

Dear Sir or Madam:

Pursuant to the provision of the State enclosed are the following required forms:

1. One (1) Original Application for Certificate of Authority of a Foreign Corporation to Transact Business in duplicate;
2. One (1) Certificate of Existence from the State of Texas and duplicate copy; and
3. One (1) check in the amount of \$78.75 of which \$70.00 is for filing fee; and \$8.75 for certificate.

If there are any questions, do not hesitate to contact me at 770-803-9226.

Sincerely,



Janet Quirk

Enclosures

**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. METROPLEX ENERGY, 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. Fed. ID#: 75-2652266
(FEI number, if applicable)
4. January 31, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. On such date of authorization in the State of Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. P.O. Box 16312
Atlanta, GA 30321
(Current mailing address)
8. To buy and sell motor fuel.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, 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.


(Registered agent's signature)

**JENNIFER F AULTMAN
ASSISTANT SECRETARY**

- 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)

Director:
Chairman: Max McBrayer, Jr.

Address: 16500 Hopewell Rd., Alpharetta, GA 30201

Director:
Vice Chairman: William P. Prevont

Address: 16500 Hopewell Rd., Alpharetta, GA 30321

Director: John Kopec

Address: 16500 Hopewell Rd., Alpharetta, GA 30321

Director: N/A

Address: _____

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

President: Max McBrayer, Jr.
and Assistant Secretary
Address: 16500 Hopewell Rd., Alpharetta, GA 30321

Vice President: John Kopec
and Assistant Secretary
Address: 16500 Hopewell Rd., Alpharetta, GA 30321

Secretary: Harriet Landau
(Assist.) and Vice President
Address: 16500 Hopewell Rd., Alpharetta, GA 30321

Treasurer: Robert J. Dumbacher
and Assist. Sec.
Address: 16500 Hopewell Rd., Alpharetta, GA 30321

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

13. Harriet Landau
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harriet Landau/Assistant Secretary / Vice President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

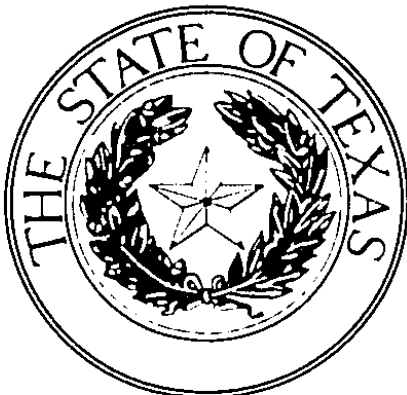
**IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of**

METROPLEX ENERGY, INC.

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were filed in this office and a certificate of incorporation was issued on
JANUARY 31, 1996;

**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 July 23, 1996.*



**Antonio O. Garza, Jr.
Secretary of State**

PH