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December 28, 1999

**AIRBORNE EXPRESS**

500003083775--6--  
-12/29/99--01102--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

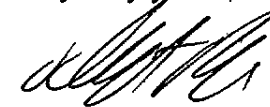
Re: Foreign Corporation Qualifications for  
P.A.L.S. Inc.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Application by Foreign for Authorization to Transact Business in Florida for P.A.L.S. Inc., a Delaware corporation. In addition, enclosed please find a check in the amount of \$70.00 representing the filing fee for same. I have also enclosed our Airborne Express Account Number and envelope so that any certificates may be forwarded to my attention as time is of the essence and I would appreciate any additional assistance in receiving these certificates as soon as possible. If you require an additional fee for said request, please advise.

Thank you for your anticipated consideration and attention to this matter.

Very truly yours,



ALBERT E. BLAIR

AEB/vvm

Enclosures

FILED  
JAN 19 PM 5:00  
SECRETARY OF STATE

FOO-313

Name	DR 1-19
Availability	
Document	
Examination	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 4, 2000

ALBERT E. BLAIR  
DANIELS, KASHTAN & FORNARIS  
241 SEVILLA AVENUE, PENTHOUSE TWO  
CORAL GABLES, FL 33134

SUBJECT: P.A.L.S., INC.  
Ref. Number: W00000000196

FILED

00 JAN 19 PM 5:00

We have received your document for P.A.L.S., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 000A00000274

**RESOLUTION ADOPTING ALTERNATE NAME OF  
DELAWARE CORPORATION P.A.L.S., INC. FOR  
USE IN THE STATE OF FLORIDA**

**BE IT RESOLVED**, whereas it is necessary and desirous to submit Application of Foreign Corporation, P.A.L.S., Inc. registered in Delaware to transact business in the State of Florida. P.A.L.S, Inc.'s Board of Directors, Dusti Cherrey Jones, Ralph Wolf and Randall Cooper hereby authorize the adoption of an alternate name of P.A.L.S., DE, Inc. for use in the State of Florida as an alternate name to the foreign corporation.

The foregoing Resolution was adopted on this 14 day of January, 2000.

  
\_\_\_\_\_  
DUSTI CHERREY JONES, President

FILED  
CO JAN 18 PM 5:09  
CLERK OF CIR. CT.

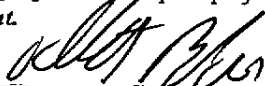
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

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. P.A.L.S., 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. Delaware  
(State or country under the law of which it is incorporated)
3. 51-0343471  
(FEI number, if applicable)
4. 10/7/92  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. 12/30/99  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 630 W. Division Street, Suite D, Dover, DE 19904  
(Current mailing address)
8. Any and all lawful activities for which profit corporations may be originated.  
(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: Albert E. Blair, Esquire  
Office Address: 241 Sevilla Avenue, PH2  
Coral Gables, Florida, 33134  
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: D. Cherrey Jones

Address: 630 W. Division Street, Suite D  
Dover, DE 19901

Vice Chairman: Ralph S. Wolf, D.O.

Address: 630 W. Division Street, Suite D  
Dover, DE 19901

Director: Randall L. Cooper

Address: 630 W. Division Street, Suite D  
Dover, DE 19901

Director: N/A

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

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

President: D. Cherrey Jones

Address: 630 W. Division Street, Suite D  
Dover, DE 19901

Vice President: Ralph S. Wolf, D.O.

Address: 630 W. Division Street, Suite D  
Dover, DE 19901

Director: Ralph S. Wolf, D.O.

Address: 630 W. Division Street, Suite D  
Dover, DE 19901

Director: Randall L. Cooper

Address: 630 W. Division Street, Suite D  
Dover, DE 19901

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

D. Cherrey Jones CEO  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Dusti Cherrey Jones, CEO

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

SECRETARY OF STATE  
TELEPHONE 444-4444

NO JAN 18 PM 5:00

FILED

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "P.A.L.S, INC." IS DULY INCORPORATED  
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING  
AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF  
THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D.  
1999.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2312103 8300

991555575

AUTHENTICATION: 0159589

DATE: 12-22-99