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**Marlowe & McNabb, P.A.**

Attorneys at Law

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February 14, 2000

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**Tampa, FL 33606**

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Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Energy Rest, Inc. - Application for Authorization

Gentlemen:

This firm represents Energy Rest, Inc., whose main office is located in Virginia. Energy Rest, Inc. requested this firm to file its Application for Authorization to transact Business in Florida, as well as serve as its Registered Agent.

Enclosed is the appropriately executed application as well as this firm's check in the amount of \$70.00 to cover the filing fee. Please process the application as soon as possible and provide this office with confirmation of same.

If you have any questions or need further information regarding this matter, please contact me at the above number.

Sincerely yours,

*Connie Marlowe*

Connie Marlowe  
Paralegal

Name	
Availability	
Document	
Examiner	Doc
Class	CMM
Enclosures	
Verifier	
cc: Mr. Dominick J. Gibino, President	
Acknowledged Energy Rest, Inc.	
W. P. Verifier	Doc

FILED  
00 FEB 17 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FL 32306

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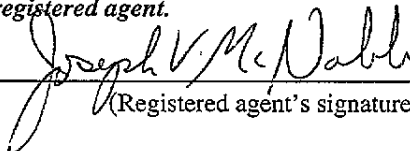
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. Energy Rest, 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 3. 54-1954800  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 16, 1999 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. on acceptance of filing  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8653 Ambrose Court  
Manassas, VA 20109  
(Current mailing address)
8. WHOLESALE SALES PROMOTION  
(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: Joseph V. McNabb, Esquire  
Marlowe & McNabb, P. A.  
Office Address: 324 S. Hyde Park Avenue, Suite 210  
Tampa, Florida, 33606  
(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)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Chairman: Dominick J. Gibino

Address: 8653 Ambrose Court Manassas, VA 20109

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

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

Director: Michael L. Simmons

Address: 4069 Lancaster Dr., Sarasota, FL 34241

Director: Thomas J. Maloney

Address: 901 W. Leigh Street Bethlehem, PA 18016

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

President: Dominick J. Gibino

Address: 8653 Ambrose Court Manassas, VA 20109

Vice President: Michael L. Simmons

Address: 4069 Lancaster Dr. Sarasota, FL 34241

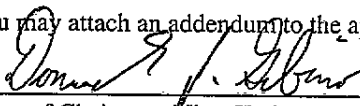
Secretary: Thomas J. Maloney

Address: 901 W. Leigh Street Bethlehem, PA 18016

Treasurer: Dominick J. Gibino

Address: 8653 Ambrose Ct., Manassas, VA 20109

**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. DOMINICK J. GIBINO, CHAIRMAN  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 "ENERGY REST, 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 THIRD DAY OF FEBRUARY,  
A.D. 2000.

FILED  
00 FEB 17 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

0237215  
AUTHENTICATION:

02-03-00  
DATE: