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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

00789-00647-00671

~~00310~~
SUBJECT: CVEC Incorporated

(NAME OF CORPORATION)

700003185757--9

-03/27/00-01132-003
*****70.00 *****70.00

W-8466

Dear Sir or Madam:

The enclosed **APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**, certificate of existence, and check are being submitted to qualify the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gary R. Cornwell

(Name of Person)

CVEC Incorporated

(Firm/Company)

39945 East River Court

(Address)

Clinton Township, MI 48038

(City, State and Zip Code)

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

Frank J. Wolicki, C.P.A. at (810) 558 - 8004

(Name of Person)

Area Code & Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

00 MAY 18 PM 4:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 18, 2000

GARY R. CORNWELL
CVEC INCORPORATED
39945 EAST RIVER COURT
CLINTON TOWNSHIP, MI 48038

SUBJECT: CVEC INCORPORATED
Ref. Number: W00000008466

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

You failed to make the correction(s) requested in our previous letter.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00017436



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 2000

GARY R. CORNWELL
CVEC INCORPORATED
39945 EAST RIVER COURT
CLINTON TOWNSHIP, MI 48038

SUBJECT: CVEC INCORPORATED
Ref. Number: W00000008466

We have received your document for CVEC INCORPORATED 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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00017436

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned GARY R. CORNWELL, do hereby certify
(Name)

that this Resolution of the Board of Directors of CVEC INCORPORATED

(Corporate Name)

a corporation duly organized and existing under the laws of the State of MICHIGAN,

was duly adopted on JANUARY, 2000.

Be it resolved, that CVEC INCORPORATED,
(Corporate Name)

organized and existing in the State of MICHIGAN, hereby adopts the name
CVEC DISTRIBUTING INC. for use in Florida.

Dated: 4-10-00

Gary R. Cornwell
Signature of either Chairman, Vice Chairman or any officer

GARY R. CORNWELL
Type or print Name

**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. **CVEC Incorporated**

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. **Michigan**

(State or country under the law of which it is incorporated)

3. **1-5-00**

(Date of Incorporation)

4. **Perpetual**

(Duration-Year Corp. will cease to exist or "perpetual")

5. **#38-3509209**

(Federal Employer Identification number, if applicable)

6. **5-1-00**

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. **39945 East River Court, Clinton Township, MI 48038**

(Current mailing address)

8. **Sale of hobby parts**

(Corporate purpose and nature of business in which it is engaged in Florida)

9. **Name and Street address of Florida registered agent:**

Name: **Gary R. Cornwell**

Office Address: **380-E Wickham Road**

North Melbourne

,Florida 32935

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.

00 MAY 18 PM 4:45

SECRETARY OF STATE
DIVISION OF CORPORATIONS

9. Names and addresses of officers and/or directors.

A. Directors:

Chairman: Gary R. Cornwell

Address: 39945 East River Court

Clinton Township, MI 48038

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. Officers:

President: Gary R. Cornwell

Address: 39945 East River Court

Clinton Township, MI 48038

Vice President: _____

Address: _____

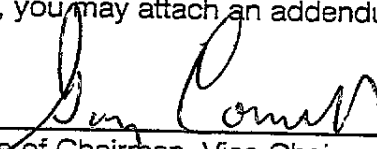
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Gary R. Cornwell, Chairman

(Name and capacity of person signing application)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CVEC Incorporated

2. The name and address of the registered agent and office is:

Gary R. Cornwell

(NAME)

380-E Wickham Road

(P.O. BOX NOT ACCEPTABLE)

North Melbourne, FL 32935

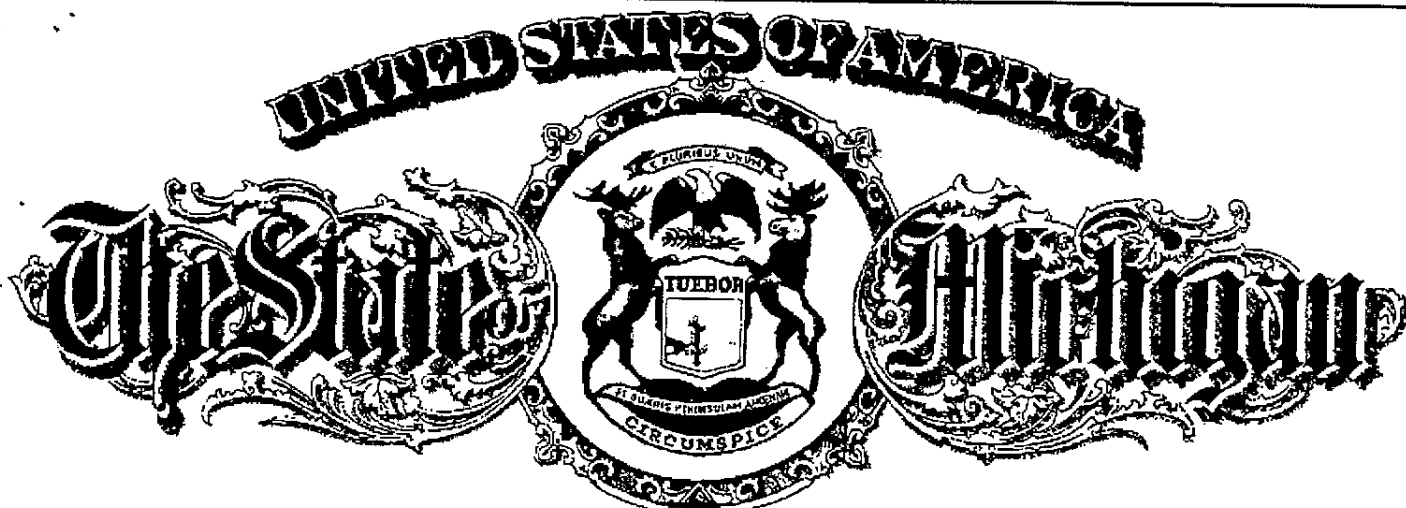
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Gary Cornwell

DATE 3-20-00



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

CVEC INCORPORATED

*was validly incorporated on January 5, 2000, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 4th day
of May, 2000.*

, Director

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Corporation, Securities and Land Development Bureau