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THEODORE W. WEEKS, IV
A. H. LANE (RETIRED)

May 22, 2000

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

Re: PS Industry Holdings, Inc.
Our File No. P494-43965

600003266056--9
-05/24/00--01109--015
*****78.75 *****78.75

Dear Sir or Madam:

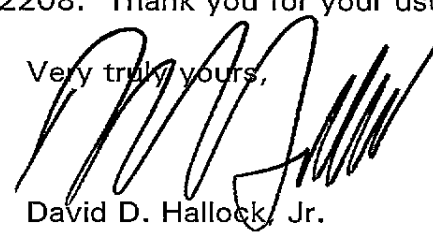
Enclosed please find the original of the Application by Foreign Corporation for Authorization to Transact Business in Florida for PS Industry Holdings, Inc., a Delaware corporation. Please register PS Industry Holdings, Inc. to do business in the State of Florida.

We request you provide the undersigned with a Certificate of Status, once you have authorized PS Industry Holdings, Inc. to do business in the State of Florida. Consequently, we enclose a check in the amount of \$78.75 to cover the following:

Filing Fee:	\$70.00
Certificate of Status	\$ 8.75

If there are any questions concerning the foregoing, I would appreciate your telephoning me collect at (863) 284-2208. Thank you for your usual cooperation.

Very truly yours,



David D. Hallock, Jr.

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MAY 24 PM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DDH/sb
Enclosures

mt
5/30

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (863) 284-2200 • FAX (863) 688-0310
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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. PS Industry Holdings, 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. 59-3547520
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/18/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. The Company has not transacted business in Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2525 Drane Field Road, Ste 3, Lakeland, Florida 33811

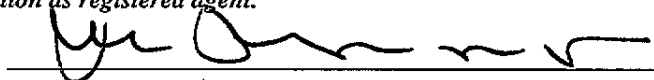
(Current mailing address)

8. Any lawful activity under the corporate law of the State of Delaware
(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: Michael Rapaport
- Office Address: 2525 Drane Field Road, Ste. 3
Lakeland, 33811
Florida,
(Zip code)

FILED
00 MAY 24 PM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Attached

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)

Chairman: Henny T.M. Van Vliet

Address: 2525 Drane Field Road, Ste. 3

Lakeland, FL 33811

Vice Chairman: Michael Rapaport

Address: 2525 Drane Field Road, Ste. 3

Lakeland, FL 33811

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Henny T. M. Van Vliet

Address: (same as above)

Vice President: Michael Rapaport

Address: (same as above)

Secretary: Michael Rapaport

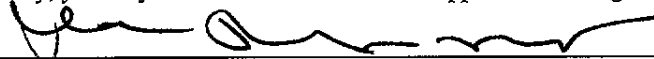
Address: (same as above)

Treasurer: Michael Rapaport

Address: (same as above)

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00 MAY 24 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, 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. Michael Rapaport, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

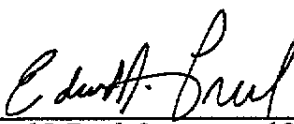
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PS INDUSTRY HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
00 MAY 24 PM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0427673
DATE: 05-09-00