

F 00000000 3309

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PRIME HOLDING, 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:

V. LYNN GRAYBILL (Name of Person) **600903271096-8**
PRIME HOLDING, INC. (Firm/Company) **-05/30/00--01137--008**
500 DEER CROSS DRIVE (Address) ******78.75 ****78.75**
MADISONVILLE, LA 70447 (City/State/Zip) **W-13958**

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

V. LYNN GRAYBILL at (504) 809-9070
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

Qualification/Tax Lien Section
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

mtm
6/12

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2000

V. LYNN GRAYBILL
500 DEER CROSS DRIVE
MADISONVILLE, LA 70447

SUBJECT: PRIME HOLDINGS, INC.
Ref. Number: W00000013958

We have received your document for PRIME HOLDINGS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 600A00030894

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RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned V. LYNN GRAYBILL, do hereby certify
(Name)

that this Resolution of the Board of Directors of PRIME HOLDING, INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of KANSAS,
was duly adopted on 6-5, 2000.

Be it resolved, that PRIME HOLDING, INC.
(Corporate Name)

organized and existing in the State of KANSAS, hereby adopts the name
PRIME HOLDING, INC OF KANSAS for use in Florida.

Dated: 6/5/00

V. Lynn Graybill
Signature of either Chairman, Vice Chairman or any officer

V. LYNN GRAYBILL
Type or print Name

00 JUN 12 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. PRIME HOLDING, 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. KANSAS 3. EIN: 48-1053875
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 31, 1988 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 7-1-00 (NONE PRIOR)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 500 DEAR CROSS DRIVE
MADISONVILLE, LA 70447
(Current mailing address)

8. CORPORATE HEADQUARTERS
(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: V. LYNN GRAYBILL
Office Address: 50 W. BRADLEY, STE 15
DESTIN, Florida, 32541
(Zip code)

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TAMPA STATE
TAMPA, 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.
V. Lynn Graybill
(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.
KANSAS AS OF 5/11/00

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: V. LYNN GRAYBILL (SOLE DIRECTOR + SHAREHOLDER)

Address: 101 BREWSTER ROAD

MADISONVILLE, LA 70447

Director: _____

Address: _____

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

President: V. LYNN GRAYBILL

Address: 101 BREWSTER ROAD

MADISONVILLE, LA 70447

Vice President: PATRICIA K. GRAYBILL

Address: 101 BREWSTER ROAD

MADISONVILLE, LA 70447

Secretary: V. LYNN GRAYBILL

Address: 101 BREWSTER ROAD

MADISONVILLE, LA 70447

Treasurer: V. LYNN GRAYBILL

Address: 101 BREWSTER ROAD

MADISONVILLE, LA 70447

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

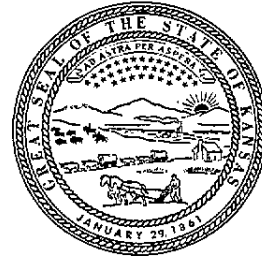
13. *V. Lynn Graybill*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. V. LYNN GRAYBILL, PRESIDENT
(Typed or printed name and capacity of person signing application)

RECEIVED CIVIL SERVICE DIVISION JUN 12 11 01 AM '17

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

PRIME HOLDING, INC.

is a regularly and properly organized corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 31st day of May, A.D. 1988 and has paid all fees and franchise taxes due this office and is in good standing according to the records now on file in the office of Secretary of State.

In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
11th day of May, A.D. 2000

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PH 111



RON THORNBURGH
SECRETARY OF STATE