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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 23, 2000

ALBERT E. CHAMBLEE SR
315 S.E. MIZNER BLVD., #212
BOCA RATON, FL 33432

SUBJECT: THIRSTY, INC.
Ref. Number: W00000007745

We have received your document for THIRSTY, 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 date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 400A00016081

RECEIVED
JUL 13 11 30 AM '00
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 2000

ALBERT E. CHAMBLEE SR
315 S.E. MIZNER BLVD., #212
BOCA RATON, FL 33432

SUBJECT: THIRSTY, INC.
Ref. Number: W00000007745

We have received your document for THIRSTY, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

You have submitted a certificate of incorporation that is not what we require in order to process the application. You would need to obtain a certificate of existence (good standing) from your Secretary of State in Delaware.

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: 800A00018874

RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned Albert E. Chambers Sr., do hereby certify
(Name)

that this Resolution of the Board of Directors of THIRSTY, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

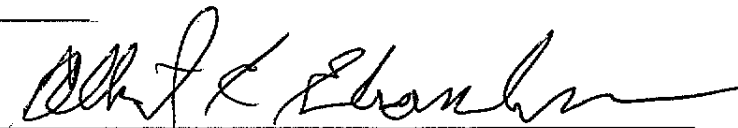
was duly adopted on March 29, 2000, 20

Be it resolved, that THIRSTY INC.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

THIRSTY ONE, INC. for use in Florida.

Dated: 3/29/2000



Signature of either Chairman, Vice Chairman or any officer

Albert E. Chambers Sr.

Type or print Name

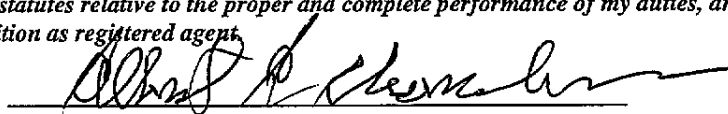
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. THIRSTY, 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. 65-0987325
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/04/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A "upon Qualification"
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1155 S. CONGRESS AVE
DELRAY BEACH, FLORIDA 33445
(Current mailing address)
8. BOAT CHARTER
(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. CHAMBERS SR.
- Office Address: 1155 S. CONGRESS AVE.
DELRAY BEACH, , Florida, 33445
(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)

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

Chairman: ALBERT E. CHAMBER SR.

Address: 1155 S. CONGRESS AVE
DELRAY BEACH, FL 33445

Vice Chairman: PATRICIA R. CHAMBERS

Address: 1155 S. CONGRESS AVE
DELRAY BEACH, FL 33445

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ALBERT E. CHAMBERS SR.

Address: 1155 S. CONGRESS AVE
DELRAY BEACH, FL 33445

Vice President: _____

Address: _____

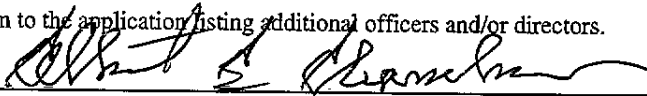
Secretary: ALBERT S. CHAMBERS SR.

Address: 1155 S. CONGRESS AVE
DELRAY BEACH, FL 33445

Treasurer: PATRICIA R. CHAMBERS

Address: 1155 S. CONGRESS AVE
DELRAY BEACH, FL 33445

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. ALBERT E. CHAMBERS SR.
(Typed or printed name and capacity of person signing application)

PAGE 1

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

05-26-00

DATE: