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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: SRG HOLDINGS, 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:

A. R. WELHOELTER 8000003271098--2  
(Name of Person) -05/30/00--01137--010  
SRG HOLDINGS, INC. \*\*\*\*\*78.75 \*\*\*\*\*78.75  
(Firm/Company)  
P. O. BOX 579 W-13960  
(Address)  
MADISON, TENNESSEE 37116  
(City/State/Zip)

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

A. R. WELHOELTER at ( 615 ) 868-6545  
(Name of Person) (Area Code & Daytime Telephone Number)

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

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

mtu

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 1, 2000

A.R. WELHOELTER  
PO BOX 579  
MADISON, TN 37116

SUBJECT: SRG HOLDINGS, INC.  
Ref. Number: W00000013960

00 JUN 13 11 00 AM '00  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for SRG 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 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.

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: 800A00030897

**RESOLUTION OF BOARD OF DIRECTORS**  
(Please print or type)

I, the undersigned A. R. WELHOELTER, do hereby certify  
(Name)

that this Resolution of the Board of Directors of SRG HOLDINGS, INC.

\_\_\_\_\_  
(Corporate Name)

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

was duly adopted on June 13, 20 00

Be it resolved, that SRG HOLDINGS, INC.  
(Corporate Name)

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

SRG HOLDINGS OF TENNESSEE, INC. for use in Florida.

Dated: June 13, 2000



\_\_\_\_\_  
Signature of either Chairman, Vice Chairman or any officer

A. R. WELHOELTER, SECRETARY

\_\_\_\_\_  
Type or print Name

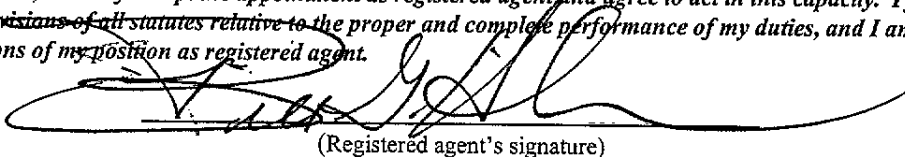
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. SRG 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. TENNESSEE 3. 62-1818467  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 17, 2000 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 30, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. SRG HOLDINGS, INC.  
P. O. Box 579, Madison, TN 37116  
(Current mailing address)
8. To develop, operate and manage restaurants and to engage in such other activities  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) **approved by the Board of Directors.**
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: Bill G. Hickman  
c/o Landmark Sites, Inc.  
Office Address: 13902 N. Dale Mabry Hwy., Suite 199  
Tampa, Florida, 33618-2424  
(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: Robert M. Langford

Address: 1210 Briarville Rd., Bldg. C  
Madison, Tennessee 37115

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

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

Director: James A. Weber

Address: 1210 Briarville Rd., Bldg. E  
Madison, TN 37115

Director: A. R. Welhoelter

Address: 1210 Briarville Rd., Bldg. E  
Madison, TN 37115

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

President: James A. Weber

Address: 1210 Briarville Rd., Bldg. E  
Madison, TN 37115

Vice President: A. R. Welhoelter

Address: 1210 Briarville Rd., Bldg. E  
Madison, TN 37115

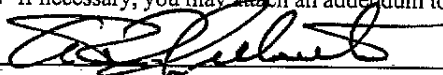
Secretary: A. R. Welhoelter

Address: (same as above)

Treasurer: \_\_\_\_\_

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

**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. A. R. Welhoelter, Director, Vice-President and Secretary

(Typed or printed name and capacity of person signing application)

**Secretary of State  
Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 05/17/2000  
REQUEST NUMBER: 3912-1199  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/18/2000  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0388084  
JURISDICTION: TENNESSEE

TO:  
MEDCON SERVICES INC.  
ATTN: J. CARVER  
210 BRIARVILLE RD  
MADISON, TN 37115

REQUESTED BY:  
MEDCON SERVICES INC.  
ATTN: J. CARVER  
1210 BRIARVILLE RD  
MADISON, TN 37115

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"SRG HOLDINGS, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 05/17/00

FROM:  
MEDCON SERVICES, INC.  
BLDG D  
1210 BRIARVILLE RD.  
MADISON, TN 37115-0000

RECEIVED: FEES \$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002689551  
ACCOUNT NUMBER: 00253885



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE