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Florida Department of State

Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : CUNNINGHAM, MILLER, HEFFERNAN, HAMILTON & WOLFE
Account Number : I19980000100
Phone : (305) 743-9427
Fax Number : (305) 743-7489

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Homeport Services, Inc.

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DIVISION OF CORPORATIONS

Table with 2 columns: Item, Quantity/Amount. Rows include Certificate of Status (1), Certified Copy (1), Page Count (05), and Estimated Charge (\$87.50).

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HOMEPORT SERVICES, 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:

JOHN J. WOLFE, ESQ.
(Name of Person)

CUNNINGHAM, MILLER, HEFFERNAN & WOLFE, LLP
(Firm/Company)

2975 OVERSEAS HIGHWAY
(Address)

MARATHON, FL 33050
(City/State and Zip code)

For further information concerning this matter, please call:

LISA ZIELS at (305) 743-9427
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:
 Registration Section
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

MAILING ADDRESS:
 Registration 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

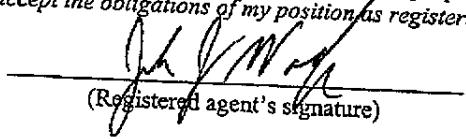
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Homeport Services, 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 of not so contained in the name at present.)
2. Georgia
(State under law of which it is incorporated.)
3. EIN 58-2089323
(FEI number, if applicable)
4. August 23, 1993
(Date of incorporation)
5. Perpetual
(Duration)
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 134 Dogwood Court, Tucker, GA 30084
(Principal Office Address)
P.O. Box 1377, Tucker, GA 30085
(Current Mailing Address)
8. Conducting any and all lawful business enterprises permitted under the laws of the State of Florida.
(Purpose 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: John J. Wolfe
Office Address: 2975 Overseas Highway
Marathon, Florida 33050

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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 ther appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes reolative to the proper and complete performance of my duties, and I am familiar with an 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 Sate, 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 business address of officers and/or directors:

A. DIRECTORS

Chairman: Rodger F. Carroll
Address: P.O. Box 1377, Tucker, GA 30085

Vice Chairman: Joan P. Carroll
Address: P.O. Box 1377, Tucker, GA 30085

Director:
Address:

Director:
Address:

B. OFFICERS

President: Rodger F. Carroll
Address: P.O. Box 1377, Tucker, GA 30085

Vice President:
Address:

Secretary: Joan P. Carroll

Address: P.O. Box 1377, Tucker, GA 30085

Treasurer:
Address:

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

13. *Rodger F. Carroll* Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Rodger F. Carroll
(Printed name and capacity of person signing application)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

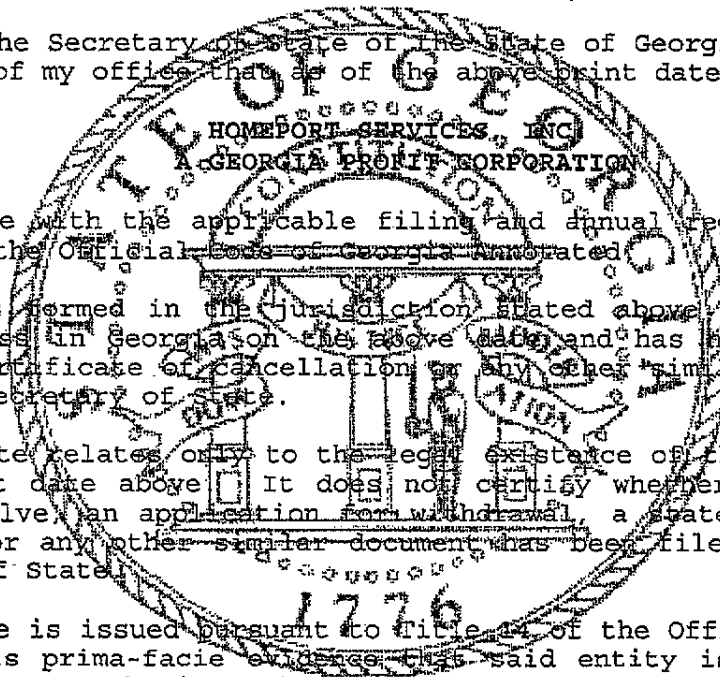
CONTROL NUMBER : K319688
DATE INC/AUTH/FILED: 08/23/1993
JURISDICTION : GEORGIA
PRINT DATE : 12/27/2000
FORM NUMBER : 211

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CUNNINGHAM, MILLER
 JOHN J. WOLFE
 2975 OVERSEAS HIGHWAY
 MARATHON, FL 33050

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date



HOMEPORT SERVICES, INC.
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

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Cathy Cox

Cathy Cox
 Secretary of State