

FOI 000000 2476

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May 3, 2001

Florida Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

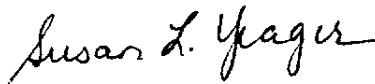
Re: CFC-Solar Incorporated
File No. C0963 A001

500004139435--9
-05/07/01--01114--002
*****78.75 *****78.75

Enclosed is an Application by Foreign Corporation for Authorization to Transact Business in Florida, a Certificate of Good Standing issued by the Ohio Secretary of State, and a check in the amount of \$78.75 for filing fees and a certified copy of the document. Please file the application and return the certified copy to me in the enclosed postage-paid envelope.

Thank you for your cooperation. If you have any questions, please give me a call.

Very truly yours,



Susan L. Yeager
Paralegal

Enclosures

cc: James M. Kelly, Esq.

FILED
01 MAY -7 PM 1:30

with
5/8

**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. CFC-Solar Incorporated
(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. Ohio 3. 31-1675160
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-22-99 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
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. 10400 Evendale Drive
(Principal office address)
Cincinnati, OH 45241-2514
(Current mailing address)
8. Computer software training and consulting
(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: Janet Brown
Office Address: 5264 Crystal Creek Drive
Pace, Florida 32571
(City) (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.



Janet Brown (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: Robert J. Sheaf, Jr.

Address: 10400 Evendale Drive, Cincinnati, OH 45241-2514

Director: Timothy L. Sheaf

Address: 10400 Evendale Drive, Cincinnati, OH 45241-2514

B. OFFICERS

President: Robert J. Sheaf, Jr.

Address: 10400 Evendale Drive, Cincinnati, OH 45241-2514

Vice President: Timothy L. Sheaf

Address: 10400 Evendale Drive, Cincinnati, OH 45241-2514

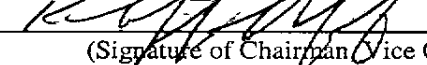
Secretary: Timothy L. Sheaf

Address: 10400 Evendale Drive, Cincinnati, OH 45241-2514

Treasurer: Robert J. Sheaf, Jr.

Address: 10400 Evendale Drive, Cincinnati, OH 45241-2514

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

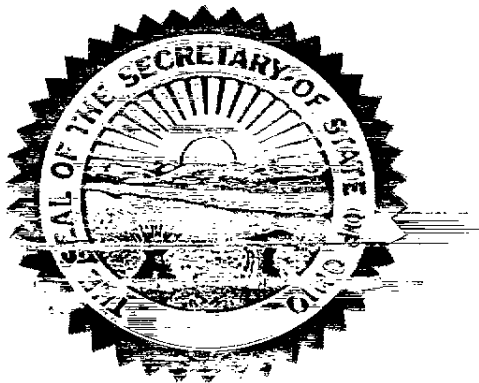
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert J. Sheaf, Jr., President
(Typed or printed name and capacity of person signing application)

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

}

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show CFC-SOLAR INCORPORATED, an Ohio corporation, Charter No. 1108857, having its principal location in Cincinnati, County of Hamilton, was incorporated on October 22, 1999 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal

Columbus, Ohio on

April 16, 2001

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State

FILED
01 MAY -7 PM 1:30
RECEIVED
FBI
MAY 7 2001