

F010000004884

9

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Century Resources, 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:

Charles R. Matthews  
(Name of Person)

Century Resources  
(Firm/Company)

2921 N Tenaya Way, Suite 213  
(Address)

100003811071--3  
--09/17/01--01110--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Las Vegas, NV 89128  
(City/State and Zip Code)

W01-5368

For further information concerning this matter, please call:

Ruth Donovan at 702-947-4886  
(Name of Person) (Area Code & Daytime Telephone Number)

**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

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01 SEP 18 PM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 20, 2001

CHARLES R. MATTHEWS  
2921 N. TENAYA WAY, STE 213  
LAS VEGAS, NV 89128

SUBJECT: CENTURY RESOURCES, INC.  
Ref. Number: W01000005368

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for CENTURY RESOURCES, INC..

The referenced application states that the corporation has transacted business in the State of Florida since December 30, 1999. You were notified by letter dated March 9, 2001, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2300.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Gretchen Harvey  
Document Specialist Supervisor Letter No. 001A00037447

Enclosure

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STATE OF FLORIDA  
TALLAHASSEE

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 9, 2001

CHARLES R. MATTHEWS  
2921 N. TENAYA WAY, STE 213  
LAS VEGAS, NV 89128

SUBJECT: CENTURY RESOURCES, INC.  
Ref. Number: W01000005368

We have received your document for CENTURY RESOURCES, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

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.

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TALLAHASSEE, FLORIDA

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If you have any questions concerning the filing of your document, please call  
(850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 601A00014531

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TALLAHASSEE, FLORIDA

**MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS  
OF  
Century Resources, Inc.**

A special meeting of the Board of Directors of Century Resources, Inc., a Corporation organized under the laws of the state of Nevada, was held at 2921 N Tenaya Way, Suite 213, Las Vegas, Nevada on April 30, 2001, pursuant to waiver of notice signed by all Directors, which waiver of notice was directed to be filed with the minutes of this meeting.

The following Directors, constituting a quorum, were present:

Charles R. Matthews

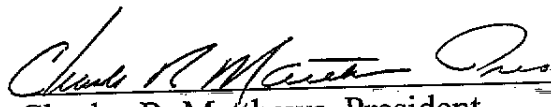
The President of the Corporation called the meeting to order and presided as Chairman thereat.

The President stated that the meeting had been called for the purpose of adopting an alternate name for use in the state of Florida. After full discussion, and upon motion duly made, seconded and unanimously carried, it was

Resolved, that Century Resources II, Inc. shall be the alternate name of Century Resources, Inc. to be used in the state of Florida.

There being no further business to come before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated April 30, 2001

  
\_\_\_\_\_  
Charles R. Matthews, President  
Century Resources, Inc.

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TALLAHASSEE FLORIDA

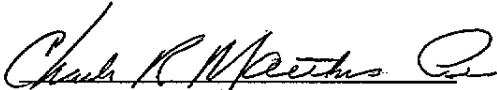
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AFFIDAVIT

Comes, Charles R. Matthews, President of Century Resources, Inc. of his own mind and hereby states:

- Century Resources, Inc. has not transacted business in Florida prior to obtaining a certificate of authority from the State of Florida. The application stating that the first date of transacted business was December 30, 1999 was incorrect. The information for the first date of transacted business in Florida should have read "Upon Qualification".

I swear under the penalties of perjury that to my knowledge this information is correct.



Charles R. Matthews  
President, Century Resources

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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. Century Resources, 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. Nevada 3. 88-0461414  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 30, 1999 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December 30, 1999  
(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. 2921 N. Tenaya Way, Suite 213, Las Vegas, NV 89128  
(Principal office address)
- Same as Above  
(Current mailing address)

8. Consulting Service  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Charles R. Matthews

Office Address: 9585 Basefoot Trail  
Brooksville, Florida 34613  
(City) (Zip Code)

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SECRETARY OF STATE  
TALLAHASSEE, 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.*



(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:

A. DIRECTORS

Chairman: Charles R. Matthews

Address: 9585 Barefoot Trail  
Brooksville, FL 34613-6436

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

B. OFFICERS

President: Charles R. Matthews

Address: 9585 Barefoot Trail  
Brooksville, FL 34613-6436

Vice President: \_\_\_\_\_

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

Secretary: Peggy Matthews

Address: 9585 Barefoot Trail  
Brooksville, FL 34613-6436

Treasurer: Charles R. Matthews

Address: 9585 Barefoot Trail  
Brooksville, FL 34613-6436

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TALLAHASSEE, FLORIDA

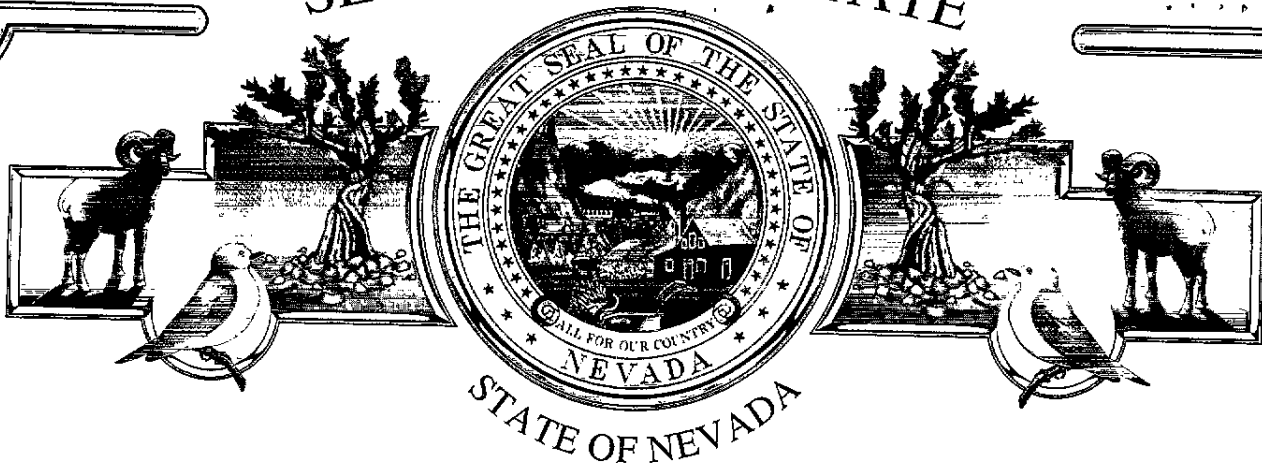
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Charles R. Matthews, President  
(Typed or printed name and capacity of person signing application)



# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CENTURY RESOURCES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 30, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my Office, Carson City, Nevada, on February 26, 2001.

*Dean Heller*

Secretary of State

By

*Nita Hushman*

Certification Clerk



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TALLAHASSEE, FLORIDA