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BELL, ORR, AYERS & MOORE, P.S.C.
A PROFESSIONAL SERVICE CORPORATION
ATTORNEYS AT LAW

1010 COLLEGE STREET
POST OFFICE BOX 738
BOWLING GREEN, KENTUCKY 42102-0738

GEORGE E. STRICKLER, JR.
KEVIN C. BROOKS
TIMOTHY L. MAULDIN
BARTON D. DARRELL
TIMOTHY L. EDELEN
DOUGLAS W. GOTT
PAUL T. LAWLESS
MICHAEL A. LOY
MELANIE K. COOK
ELIZABETH W. BURT

OF COUNSEL
REGINALD L. AYERS
RAY B. BUCKBERRY, JR.
QUINTEN B. MARQUETTE

burt@boamlaw.com

September 13, 2001

CHAS. R. BELL
(1891-1976)
JOE B. ORR
(1914-1987)

JERRY L. MOORE
(FORMERLY OF COUNSEL)

TELEPHONE
270-781-8111

TELECOPIER
270-781-9027

INTERNET E-MAIL
info@boamlaw.com

Florida Department of State
Division of Corporations
Qualification Section
P.O. Box 6327
Tallahassee, FL 32314

IN RE: Highmac, Inc.

600004609016--7
-09/24/01--01118--016
*****70.00 *****70.00

Dear Sir or Madam:

W01-22398

Enclosed you will find an original Application by Foreign Corporation for Authorization to Transact business in Florida, an original Certificate of Existence, and a check payable to the Florida Department of State in the amount of \$70.00, representing the filing fee. Please file this application and return a copy to me.

Thank you for your assistance.

Very truly yours,

Elizabeth Burt

Elizabeth W. Burt

FILED
01 OCT -8 PM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EWB/lam
Enclosure

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10/8



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 27, 2001

BELL, ORR, AYERS & MOORE, PSC
PO BOX 738
BOWLING GREEN, KY 42102-0738

SUBJECT: HIGHMAC, INC.
Ref. Number: W01000022398

We have received your document for HIGHMAC, 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.)

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 701A00053670

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. HIGHMAC, 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. KENTUCKY 3. 61-1269122
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCTOBER 31, 1994 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Highmac, Inc.
111 Callaway Court, Suite 200, Bowling Green, Kentucky 42103
(Current mailing address)

8. To carry on any lawful business.
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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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.
C T Corporation System
Susan J. Metz Susan J. Metz, Asst. Secy.
(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)
FL019 - 9/2/99 C T System Online

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

Chairman: Thomas K. Hightower

Address: 111 Callaway Court, Suite 200

Bowling Green, Kentucky 42103

Vice Chairman: Peggy Hightower

Address: 111 Callaway Court, Suite 200

Bowling Green, Kentucky 42103

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Thomas K. Hightower

Address: 111 Callaway Court, Suite 200

Bowling Green, Kentucky 42103

Vice President: n/a

Address: _____

Secretary: Peggy Hightower

Address: 111 Callaway Court, Suite 200

Bowling Green, Kentucky 42103

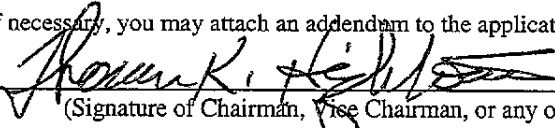
Treasurer: Peggy Hightower

Address: 111 Callaway Court, Suite 200

Bowling Green, Kentucky 42103

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TALLAHASSEE, FLORIDA

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. Thomas K. Hightower, Director, President of Highmac, Inc.
(Typed or printed name and capacity of person signing application)



John Y. Brown III
Secretary of State
Certificate of Existence

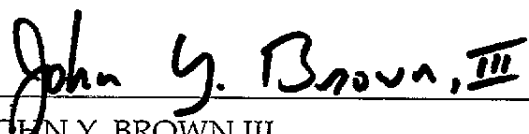
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

HIGHMAC, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is October 31, 1994 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 10th day of September, 2001.



JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Pmclean/0337752

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA