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JAMES B. THOMAS, RETIRED
TEL. 954-943-7200
FAX 954-942-3958

February 26, 2002

Florida Department of State
Registration Section
Division of Corporations
Attn: Lee Rivers
P.O. Box 6327
Tallahassee, FL 32314

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-03/04/02--01015--017
*****78.75 *****78.75

RE: **GSW and Associates**

Dear Mr. Rivers:

F02-1114

Pursuant to our recent discussion I am enclosing herewith the Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence, check and statement which we discussed regarding this business. It is my understanding this will be sufficient to describe this business. Also enclosed is the Partnership Registration and attachment and your letter of January 16, 2002. Please file all of the enclosed documents. If you have any questions regarding the filing of the same please give me a call.

Very truly yours,


BARRY P. BILLINGTON

BPB/lm
Enc.

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Cep

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DIVISION OF CORPORATIONS

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: James A. Webb, 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:

Barry P. Billington, Esquire
(Name of Person)

Johnston, Thomas and Billington, LLC
(Firm/Company)

2335 E. Atlantic Blvd., Suite 301
(Address)

Pompano Beach, FL 33062
(City/State and Zip code)

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For further information concerning this matter, please call:

Barry P. Billington at (954) 943-7200
(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

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. James A. Webb, 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. Georgia 3. 58-1585249
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 28, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. See attached statement.
(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. 7096 Willowick Drive, Brentwood, Tennessee 37027
(Principal office address)

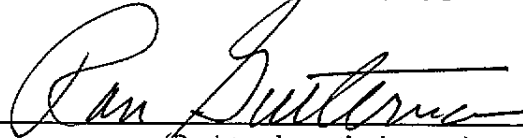
7096 Willowick Drive, Brentwood, Tennessee 37027
(Current mailing address)

To engage in the business of an independent manufacturer's representative representing the marine and boating supply industry; to engage in any
8. lawful business or activities related thereto.
(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: Ron Gueterman
Office Address: 3798 N.E. 6th Drive
Boca Raton, Florida 33431
(City) (Zip code)

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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 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: James A. Webb

Address: 7096 Willowick Drive

Brentwood, Tennessee 37027

Vice Chairman:

Address:

Director: Mary Nell Webb

Address: 7096 Willowick Drive

Brentwood, Tennessee 37027

Director:

Address:

B. OFFICERS

President: James A. Webb

Address: 7096 Willowick Drive

Brentwood, Tennessee 37027

Vice President: Mary Nell Webb

Address: 7096 Willowick Drive

Brentwood, Tennessee 37027

Secretary: Mary Nell Webb

Address: 7096 Willowick Drive, Brentwood, Tennessee 37027

Treasurer: James A. Webb

Address: 7096 Willowick Drive, Brentwood, Tennessee 37027

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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. James A. Webb, Chairman

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

JAMES A. WEBB, INC. operates as a manufacturer's representative for various companies and has formed a partnership known as GSW and Associates with Ron Gueterman & Associates, Inc., a Florida corporation, to provide representatives for manufacturers in both Florida and Georgia. JAMES A. WEBB, INC. has not transacted any business within Florida nor intends to do so.

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

DOCKET NUMBER : 020380771
CONTROL NUMBER : J414150
DATE INC/AUTH/FILED: 09/28/1984
JURISDICTION : GEORGIA
PRINT DATE : 02/07/2002
FORM NUMBER : 211

BARRY P. BILLINGTON, ESQUIRE
BARNETT BANK BLDG, STE 301
2335 EAST ATLANTIC BLVD.
POMPANO BEACH, FL 330625244

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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...

JAMES A. WEBB, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated 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 date issued. 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.



Cathy Cox
Secretary of State