

F02000002977

9 SOUTH FEDERAL HIGHWAY
SUITE 307
STUART, FLORIDA 34994
PHONE: 772/220-7662
FAX: 772/220-2974

MERLIN III ASSOCIATES, INC.

June 3, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

700005729627--2
-06/11/02--01001--009
*****78.75 *****78.75

Re: Transmittal Letter for "Application by Foreign
Corporation for Authorization To Transact
Business in Florida"

Gentlemen:

On May 22nd, 2001 I mailed the completed original "Transmittal Letter"
referenced above, along with the original Certificate of Good Standing we
received from the State of Delaware, along with National Investment Company's
check #3614 in the amount of \$78.75. (We cannot open a checking account until
we are authorized to do business in the State of Florida, per the bank.)

Today, 6/3/02, I received the enclosed letter from the State of Florida
Disbursement Unit (FLSDU), along with our check and the original Certificate of
Good Standing from Delaware. The cover letter states "the check was sent to
this office in error". They did not return our original signed "Transmittal Letter".
We sent our entire package on 5/22/02 to your office (Registration Section,
Division of Corporations, P.O. Box 6327, Tallahassee, Florida 32314).

I sincerely hope you still have our original Transmittal Letter and will process our
application as soon as possible. I am now returning our check, our original
Certificate of Good Standing from Delaware, and a photocopy of the Transmittal
Letter. Please call me at 561/220-7662 or fax me at 561/220-2974 if you have
any questions or require any additional information. We need to be authorized to
transact business in Florida as soon as possible. Please advise.

MERLIN III ASSOCIATES, INC.

Jacqueline M. Teske
Jacqueline M. Teske

Jmt/enc.

FF #70
Cc 8.75

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MERLIN III ASSOCIATES 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:

Jacqueline Teske
(Name of Person)
MERLIN III ASSOCIATES INC.
(Firm/Company)
729 South Federal Highway, Suite #307
(Address)
Stuart, FL. 34994
(City/State and Zip code)

For further information concerning this matter, please call:

Jacqueline Teske at (561) 220-7662
(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

*pd. 5/22/02
NIC #3614
\$78.75
(debit Merlin)*

02 MAY - 7 AM 9:11
RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

APPROVE
AND
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. MERLIN III ASSOCIATES 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. Delaware

(State or country under the law of which it is incorporated)

3. 65-1083247

(FEI number, if applicable)

4. November 9, 2000

(Date of incorporation)

5. perpetual

(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. 729 S. Federal Highway, Suite 307, Stuart, FL. 34994

(Principal office address)

729 S. Federal Highway, Suite 307, Stuart, FL. 34994

(Current mailing address)

8. purchase and sale of aircraft and boats

(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: Jacqueline Teske

Office Address: 729 S. Federal Highway, Suite 307

Stuart

(City)

, Florida 34994

(Zip code)

02 JUN -7 AM 9:11
SECRETARY OF STATE
MAIL ROOM
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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.

Jacqueline Teske
(Registered agent's signature)

Jacqueline Teske

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jacqueline Teske

Address: 729 S. Federal Highway, #307

Stuart, FL. 34994

Director: Thomas S. Smith

Address: 729 S. Federal Highway, Suite 307,

Stuart, Florida 34994

B. OFFICERS

President: Jacqueline Teske

Address: 729 S. Federal Highway, #307

Stuart, FL. 34994

Vice President: Thomas S. Smith

Address: 729 S. Federal Highway, Suite 307

Stuart, FL. 34994

Secretary: Jacqueline Teske

Address: 729 S. Federal Highway, #307, Stuart, FL. 34994

Treasurer: _____

Address: _____

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

13. Jacqueline Teske, President

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

14. Jacqueline Teske President

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

Jacqueline Teske

02 JAN -7 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

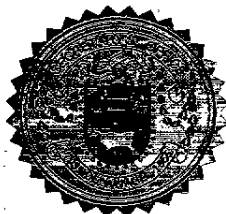
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERLIN III ASSOCIATES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF APRIL, A.D. 2002.

02 JUN - 7 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



3314492 8300

020220556

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1747735

DATE: 04-29-02