

F020000003402

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMS Holdings, Inc.
(Name of corporation - must include suffix)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL -2 PM 2:11

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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:

Dana J. Baker

(Name of Person)

Frost Brown Todd LLC

(Firm/Company)

400 W. Market Street, 32nd Floor

(Address)

Louisville, KY 40202

(City/State and Zip code)

100005432051--9
-05/02/02--01082--007
*****70.00 *****70.00

For further information concerning this matter, please call:

Dana Baker GAVE

Dana Baker

(Name of Person)

at (502) 568-0376
(Area Code & Daytime Telephone Number)

AUTHORIZATION BY PHONE TO

correct dba name

DATE 7/1/02

DOC. EXAM. dec

Name Availability	STREET ADDRESS: Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399
Document Examiner	DCC
Updater	Enclosed is a check for the following amount:
Updater Verifier	<input checked="" type="checkbox"/> \$70.00 Filing Fee DCC
Acknowledgement	DCC
W. P. Verfyer	DCC

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

- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

F020000003402

FROST BROWN TODD LLC

400 West Market Street
32nd Floor
Louisville, Kentucky 40202-3363
(502) 589-5400
Facsimile (502) 581-1087
www.frostbrowntodd.com

DANA J. BAKER
PARALEGAL
Dbaker@fbtlaw.com
(502)568-0376

July 1, 2002

Florida Division of Corporations
Attention Diane Cushing, Corporate Specialist
409 E. Gaines Street
Tallahassee, FL 32399

RE: Application by Foreign Corporation for
Authorization to Transact Business in Florida for:
• **AMS Holdings, Inc. (Alternate Name of AMS Florida Holdings, Inc.)**
Reference No. W02000013112

Dear Ms. Cushing:

On behalf of AMS Holdings, Inc., enclosed for filing, please find a Corporate Resolution whereby AMS Holdings, Inc., adopts an alternate name of **AMS Florida Holdings, Inc.**, for use in Florida.

Please return filing proof to my attention in the enclosed self addressed envelope.

Thank you for your assistance. If you have questions or need additional assistance, please call me at (502) 568-0376.

Sincerely,


Dana J. Baker
Paralegal

Enclosure
0101094.0505305



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 7, 2002

DANA J. BAKER
FROST BROWN TODD LLC
400 W. MARKET ST., 32ND FLOOR
LOUISVILLE, KY 40202

SUBJECT: AMS HOLDINGS, INC.
Ref. Number: W02000013112

We have received your document for AMS HOLDINGS, 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:

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.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 702A00028642

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned E. Wayne Schwertley, do hereby certify
(Name)

that this Resolution of the Board of Directors of AMS Holdings, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Kentucky,

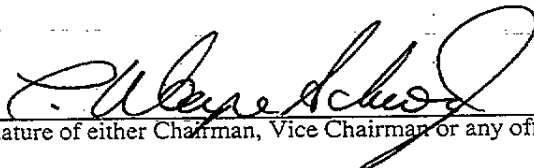
was duly adopted on October 27, 1999,

Be it resolved, that AMS Holdings, Inc.
(Corporate Name)

organized and existing in the State of Kentucky, hereby adopts the name

Florida AMS Holdings, Inc. for use in Florida.

Dated: 6/19/02



Signature of either Chairman, Vice Chairman or any officer

E. Wayne Schwertley

Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

AMS Holdings, Inc.

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

3. 61-1231698 (FEI number, if applicable)

4. February 8, 1993 (Date of incorporation)

5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. N/A (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7606 West Sandlake Road

Orlando, Florida 32819 (Current mailing address)

8. Holding Company (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: Tom Hansen

7606 West Sandlake Road

Office Address:

Orlando, Florida, 32819 (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.

[Handwritten signature]

(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)

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. OFFICERS

President: Lansdon B. Robbins

Address: 7606 West Sandlake Road
Orlando, FL 32819

Vice President: Kevin M. Callahan

Address: 7606 West Sandlake Road
Orlando, FL 32819

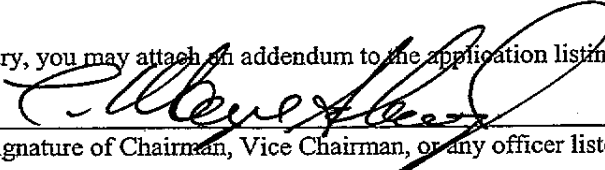
Secretary: E. Wayne Schwertley

Address: 7606 West Sandlake Road, Orlando, FL 32819

Treasurer: E. Wayne Schwertley

Address: 7606 West Sandlake Road, Orlando, FL 32819

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. E. Wayne Schwertley, Director
(Typed or printed name and capacity of person signing application)

ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

12. DIRECTORS OF AMS HOLDINGS, INC.:

TOM O. HANSEN
7606 West Sandlake Road
Orlando, FL 32819

LANSDON B. ROBBINS
7606 West Sandlake Road
Orlando, FL 32819

KEVIN CALLAHAN
7606 West Sandlake Road
Orlando, FL 32819

TIM CLARK
7606 West Sandlake Road
Orlando, FL 32819

E. WAYNE SCHWERTLEY
7606 West Sandlake Road
Orlando, FL 32819

BOB DOLIGALE
7606 West Sandlake Road
Orlando, FL 32819

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**John Y. Brown III
Secretary of State**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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,

AMS HOLDINGS, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is February 8, 1993 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 17th day of April, 2002.

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
rlong/0311156