

F02 000004506

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Elder Construction & Associates, Inc.
(Name of corporation - must include suffix)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

David S. Elder, Sr.

(Name of Person)

Elder Construction & Associates, Inc.

(Firm/Company)

2214 Plantside Drive

(Address)

Louisville, KY 40299

(City/State and Zip code)

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-09/03/02--01066--007
*****70.00 *****70.00

For further information concerning this matter, please call:

David S. Elder, Sr.

(Name of Person)

at (502) 491-8005

(Area Code & Daytime Telephone Number)

F02-4506
OK

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. Elder Construction & 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. Kentucky 3. 31-1559049
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/4/97 5. perpetual
(Date of incorporation) (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. 2214 Plantside Drive, Louisville, KY 40299
(Principal office address)
2214 Plantside Drive, Louisville, KY 40299
(Current mailing address)

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TALLAHASSEE, FLORIDA

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8. Construction
(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
(City) (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.

Susan J. Metz
(Registered agent's signature)

Susan J. Metz, Asst. Secretary

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: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: David S. Elder, Sr. (Sole Officer)

Address: 2214 Plantside Drive
Louisville, KY 40299

Vice President: _____

Address: _____

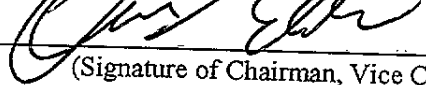
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. David S. Elder, Sr., President
(Typed or printed name and capacity of person signing application)



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

Certificate of Existence

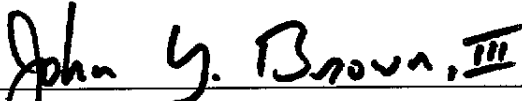
I, John Y. Brown III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ELDER CONSTRUCTION & ASSOCIATES, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is June 4, 1997 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 28th day of August, 2002.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
jschwartz/0433916