F020000545.

(Requestor's Name)			
(Address)			
(Address)			
(City/State/Zip/Phone #)			
PICK-UP WAIT MAIL			
(Business Entity Name)			
(Document Number)			
Certified Copies Certificates of Status			
Special Instructions to Filing Officer:			

Office Use Only



200008490732

02 OCT 30 PM 1: 25

F02-5439

FILED



ACCOUNT NO. : 072100000032

REFERENCE: 798194 4375876

AUTHORIZATION /

ORDER DATE: October 30, 2002 ORDER TIME : 11:03 AM ORDER NO. : 798194-010 CUSTOMER NO: 4375876 CUSTOMER: Ms. Tammy Pagan Lewis Rice & Fingersh, L.C. 500 North Broadway Suite 2000 St. Louis, MO 63102 FOREIGN FILINGS NAME: I & I HOLDING COMPANY _

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER:

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	AT THE STATE OF TH		
natural person or partnership if not so contained in the name at present.) 2	(Name of corporation; must include the word "INCORPORATE	ED", "COMPANY", "CORPORATION" or	
2. Delaware (State or country under the law of which it is incorporated) 4. October 28, 2002 (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. 717 Jamestown Lane, Naples, Florida 34108 (Principal office address) 717 Jamestown Lane, Naples, Florida 34108 (Current mailing address) Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as proyided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples , Florida 34108 (City) 10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation artificiplicated 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.	words or abbreviations of like import in language as will clearly	y indicate that it is a corporation instead of a	
(State or country under the law of which it is incorporated) 4. October 28, 2002	natural person or partnership if not so contained in the name at I	present.)	
(State or country under the law of which it is incorporated) 4. October 28, 2002			
(Date of incorporation) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. 717 Jamestown Lane, Naples, Florida 34108 (Principal office address) 717 Jamestown Lane, Naples, Florida 34108 (Current mailing address) Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Pitto of the State of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Steven F. Dix Office Address: 717 Jamestown Lane Naples (City) (City) (City) (City) (Cip code) (Cip code) (City) (Cip code)			
(Date of incorporation) (Date of incorporation) (Date of incorporation) (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. 717 Jamestown Lane, Naples, Florida 34108 (Current mailing address) Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as progrided under the General and Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) (City) (Cip code) (Cip code) ACCEPTANCE OF 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. Steven P. Dix	(State or country under the law of which it is incorporated)	(FEI number, if applicable)	
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. 717 Jamestown Lane, Naples, Florida 34108 (Principal office address) 717 Jamestown Lane, Naples, Florida 34108 (Current mailing address) Custom interior dessign and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) 10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation artifaplace 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. Steven P. Dix	4. October 28, 2002 5.	perpetual	
(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. 717 Jamestown Lane, Naples, Florida 34108 (Principal office address) 717 Jamestown Lane, Naples, Florida 34108 Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (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 arithe 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. Steven P. Dix	(Date of incorporation)	(Duration: Year corp. will cease to exist or "perpetual")	
(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. 717 Jamestown Lane, Naples, Florida 34108 (Principal office address) 717 Jamestown Lane, Naples, Florida 34108 Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (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 arithe 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. Steven P. Dix			
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 7. 717 Jamestown Lane, Naples, Florida 34108 (Principal office address) 717 Jamestown Lane, Naples, Florida 34108 (Current mailing address) Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) (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 affine 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. Steven P. Dix	6. upon qualification		· ·- · · · · ·
7. 717 Jamestown Lane, Naples, Florida 34108 (Principal office address) 717 Jamestown Lane, Naples, Florida 34108 (Current mailing address) Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) (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 in the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Steven P. Dix			
(Principal office address) 717 Jamestown Lane, Naples, Florida 34108 (Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (City) ((SEE SECTIONS 607.1501,	, 607.1302 and \$17.133, F.S.)	
(Principal office address) 717 Jamestown Lane, Naples, Florida 34108 (Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (City)	7 717 Tampetoum Lane Nanles Florida 341	ns ·	
Current mailing address) Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) (City) 10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation arithophage 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. Steven P. Dix			•
Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida. (Purpose(s) of corporation authorized in home state or country box NOT acceptable) Name: Steven F. Dix (City) (Zip code) (Zip code)	•	•	
Custom interior design and other real estate development and related services; and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix Name: Steven P. Dix	717 Jamestown Lane, Naples, Florida 341	08 =	
and to transact any and all lawful businesses as provided under the General 8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) (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 arise 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. Steven P. Dix	(Current mailing add	ress)	
8. Corporation Law of Delaware and permitted by the laws of the State of Florida. (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: Steven P. Dix			**
(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: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) (Ci			
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: Steven P. Dix			
Name: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) (Zip code) Name: Steven P. Dix (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. Steven P. Dix	(Purpose(s) of corporation authorized in home state or co	ountry to be carried out in state of Florida)	
Name: Steven P. Dix Office Address: 717 Jamestown Lane Naples (City) (Zip code) Name: Steven P. Dix Office Address: 717 Jamestown Lane Naples (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. Steven P. Dix		(D.O. Day on Mail Dran Day NOT accentable)	
Office Address: 717 Jamestown Lane Naples , Florida 34108	9. Name and street address of Florida registered agent:	(P.O. Box of Wall Drop Box HOI acceptable)	
Office Address: 717 Jamestown Lane Naples , Florida 34108 (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. Steven P. Dix	Nama: Charren B Dire		0
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. Steven P. Dix	Name. Steven F. Dix		2
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. Steven P. Dix	Office Address 717 Tamestown Lane		i S
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. Steven P. Dix	Office Address. 717 Damescown Lane		;i
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. Steven P. Dix		Florida	! G ;
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. Steven P. Dix			<u>.</u>
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. Steven P. Dix		(Zip code)	
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. Steven P. Dix	(City)		
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. Steven P. Dix	. ,		_ <u></u>
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. Steven P. Dix	10. Registered agent's acceptance:		=
duties, and I am familiar with and accept the obligations of my position as registered agent. Steven P. Dix	10. Registered agent's acceptance: Having been named as registered agent and to accept servi	ice of process for the above stated corporation at the	 plage
Steven P. Dix	10. Registered agent's acceptance: Having been named as registered agent and to accept servi designated in this application, I hereby accept the appoints	went as registered agent and agree to act in this cap	place ncity. I
	10. Registered agent's acceptance: Having been named as registered agent and to accept servi designated in this application, I hereby accept the appoint further agree to comply with the provisions of all statutes r	hent as registered agent and agrec to act in this cap relative to the proper and complete performance of n	place ncity. I
	10. Registered agent's acceptance: Having been named as registered agent and to accept servi designated in this application, I hereby accept the appoint further agree to comply with the provisions of all statutes r	hent as registered agent and agrec to act in this cap relative to the proper and complete performance of n	place ncity. I
	10. Registered agent's acceptance: Having been named as registered agent and to accept servi designated in this application, I hereby accept the appoint further agree to comply with the provisions of all statutes r	hent as registered agent and agrec to act in this cap relative to the proper and complete performance of n	place ncity. I
(Registered agent's signature)	10. Registered agent's acceptance: Having been named as registered agent and to accept servi designated in this application, I hereby accept the appoints further agree to comply with the provisions of all statutes r duties, and I am familiar with and accept the obligations of	hent as registered agent and agrec to act in this cap relative to the proper and complete performance of n	place ncity. I
(Registered agent's signature)	10. Registered agent's acceptance: Having been named as registered agent and to accept servi designated in this application, I hereby accept the appoints further agree to comply with the provisions of all statutes r duties, and I am familiar with and accept the obligations of	hent as registered agent and agrec to act in this cap relative to the proper and complete performance of n	place ncity. I
(registered agent a signature)	10. Registered agent's acceptance: Having been named as registered agent and to accept servi designated in this application, I hereby accept the appoint further agree to comply with the provisions of all statutes r duties, and I am familiar with and accept the obligations of	ment as registered agent and agrec to act in this cape relative to the proper and complete performance of not my position as registered agent.	place ncity. I

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 . Steven P. Dix Chairman: 717 Jamestown Lane Address: Naples, Florida 34108 Vice Chairman: D. Dwaine Murphy Director: VIÄ 1469 Villa Portofino Naples, Florida 34108 B. OFFICERS Steven P. Dix President: _ 717 Jamestown Lane Address: _ Naples, Florida 34108 D. Dwaine Murphy Vice President: ___ 1469 Villa Portofino Naples, Florida 34108 D. Dwaine Murphy Secretary: 1469 Willa Portofino, Naples, Florida 34108 Address: D. Dwaine Murphy Treasurer: __ VIA 1469 Villa Portorino, Naples, Florida 34108 Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

=

14. Steven P. Dix, President

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

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

Delaware

PAGE 1

The First State:

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "I & I HOLDING COMPANY" 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-EIGHTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "I & I HOLDING COMPANY" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Varriet Smith Hindson

AUTHENTICATION: 2058067

_ DATE: 10-28-02

3584709 8300

020664892