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FOREIGN PROFIT QUALIFICATION

RAC RR, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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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.

1. RACRR, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 73-1702183

(FEI number, if applicable)

4. 04/26/2004

(Date of incorporation)

5. Perpetual

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

6. 05/07/2004

(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. 5700 Tennyson Parkway, Third Floor, Plano, TX 75024

(Principal office address)

same

(Current mailing address)

8. See Attachment

(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: CT Corporation System

Office Address: c/o CT Corporation System, 1200 South Pine Island

Plantation

(City)

, Florida 33324

(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.

CT Corporation System

By: 

(Registered agent's signature)

Michael E. Jones
Assistant 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:

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A. DIRECTORS *SEE ATTACHMENT*

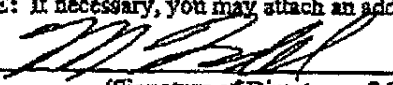
Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Mark E. SpeeseAddress: 5700 Tennyson Parkway, Third FloorPlano, TX 75024Director: Mitchell E. FadelAddress: 5700 Tennyson Parkway, Third FloorPlano, TX 75024**B. OFFICERS** *SEE ATTACHMENT*President: Mark E. SpeeseAddress: 5700 Tennyson Parkway, Third FloorPlano, TX 75024Vice President: Mitchell E. FadelAddress: 5700 Tennyson Parkway, Third FloorPlano, TX 75024Secretary: David M. GlasgowAddress: 5700 Tennyson Parkway, Third Floor Plano, TX 75024Treasurer: Robert D. DavisAddress: 5700 Tennyson Parkway, Third Floor Plano, TX 75024FILED
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)14. Mitchell E. Fadel, Vice President
(Typed or printed name and capacity of person signing application)

Attachment to Florida

Purpose Clause

Among other things, applicant is engaged in the business of renting high quality, durable products such as home electronics, appliances, computers and furniture accessories.

Officers & Directors

-
- | | | |
|----|-------------------|------------------------------------|
| 1. | Full Name: | Mark E. Speese |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President |
| | Director's Title: | Other Director |
| | Business Address: | 5700 Tennyson Parkway, Third Floor |
| | City: | Plano |
| | State: | TX |
| | ZIP Code: | 75024 |
| 2. | Full Name: | Mitchell E. Fadel |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Vice President |
| | Director's Title: | Other Director |
| | Business Address: | 5700 Tennyson Parkway, Third Floor |
| | City: | Plano |
| | State: | TX |
| | ZIP Code: | 75024 |
| 3. | Full Name: | Robert D. Davis |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Treasurer |
| | Business Address: | 5700 Tennyson Parkway, Third Floor |
| | City: | Plano |
| | State: | TX |
| | ZIP Code: | 75024 |
| 4. | Full Name: | David M. Glasgow |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Secretary |
| | Business Address: | 5700 Tennyson Parkway, Third Floor |
| | City: | Plano |
| | State: | TX |
| | ZIP Code: | 75024 |

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Delaware

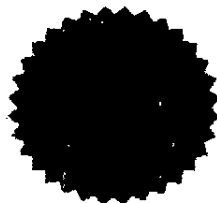
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAC RR, 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 FOURTH DAY OF MAY, A.D. 2004.

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040324687

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3090387

DATE: 05-04-04