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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

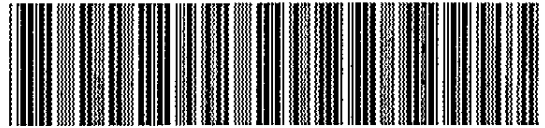
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Americare Buicks 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:

Konnie Davis
(Name of Person)
Americare Buicks Inc
(Firm/Company)
801 Cherry St. Unit 33
(Address)
Fort Worth, TX 76102
(City/State and Zip code)

For further information concerning this matter, please call:

Konnie Davis at (800) 221-9039 x607
(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

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

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

2. Delaware 3. 13-427-3105
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-3-04 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A - 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. 1809 Orange St, Wilmington De 19801
(Principal office address)

801 Cherry St #33 Ftworth, tx 76102
(Current mailing address)

8. to engage in any lawful act or activity for which Corp. may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
Under general Corp law of Delaware and 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: 1200 South Pine Island Rd
Plantation, Florida 33324
(City) (Zip code)

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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.

(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:

See attached

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

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]* _____

(Signature of Director or Officer listed in number 12 of the application)

14. James R. White Jr. _____ VP.

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

**AmeriCare Benefits, Inc.
Officer and Director Listing
4/16/04**

Konrad Kober

President

3100 Burnett Plaza
801 Cherry St, Unit 33
Fort Worth, Texas 76102

Cynthia B. Koenig

Vice President and Treasurer

3100 Burnett Plaza
801 Cherry St, Unit 33
Fort Worth, Texas 76102

James R. White, Jr.

**Vice President and Secretary
Licensed Agent**

3100 Burnett Plaza
801 Cherry St, Unit 33
Fort Worth, Texas 76102

Patrick J. Mitchell

Chairman of the Board

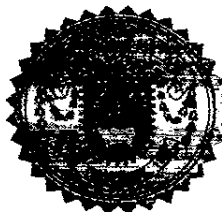
3100 Burnett Plaza
801 Cherry St, Unit 33
Fort Worth, Texas 76102

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICARE BENEFITS, 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 SIXTH DAY OF APRIL, A.D. 2004.



3760106 8300

040226303

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3036479

DATE: 04-06-04