

JUL 21 2004 4:52PM

CORPORATION SVC

NO. 519 P. 1/5

FO4000004188

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY /SAL
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

STATE OF FLORIDA
TALLAHASSEE

04 JUL 21 PM 2:08

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

TBI OVERSEAS HOLDINGS, INC.

| | |
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CORPORATION SVC CO

NO. 51901P. 2/578 3

**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. THE Overseas Holdings, 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. _____

(FEI number, if applicable)

4. May 5, 2004

(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 §17.155, F.S.)

7. 3222 Red Cleveland Boulevard, Sanford, FL 32773

(Principal office address)

3222 Red Cleveland Boulevard, Sanford, FL 32773

(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: Corporation Service Company

Office Address: 1201 Bays Street

Tallahassee

(City)

, Florida 32302

(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.*

Corporation Service Company

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Larry D. Gouldthorpe

Address: 3222 Red Cleveland Boulevard

Sanford, FL 32773

Vice President: _____

Address: _____

Secretary: Roger C. Clifton

Address: 3222 Red Cleveland Boulevard, Sanford, FL 32773

Treasurer: R. Keith Robinson

Address: 3222 Red Cleveland Boulevard, Sanford, FL 32773

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *R. Keith Robinson*

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

14. R. Keith Robinson, Treasurer

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

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CORPORATION SVC CO

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Directors

Keith M. Brooks
3222 Red Cleveland Boulevard
Sanford, FL 32773

Caroline F. Price
3222 Red Cleveland Boulevard
Sanford, FL 32773

Larry D. Gouldthorpe
3222 Red Cleveland Boulevard
Sanford, FL 32773

R. Keith Robinson
3222 Red Cleveland Boulevard
Sanford, FL 32773

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CORPORATION SVC CO

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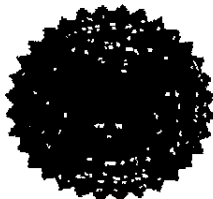
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TBI OVERSEAS HOLDINGS, 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 TWENTY-FIRST DAY OF JULY, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TBI OVERSEAS HOLDINGS, INC." WAS INCORPORATED ON THE FIFTH DAY OF MAY, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3245433

DATE: 07-21-04

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