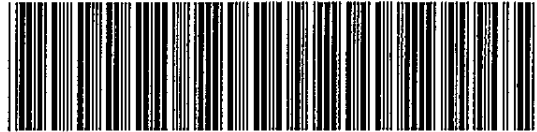


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2004 AUG 12 P 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



500037502755

06/14/04--01053--016 **78.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W04-3123 AL

AL

Office Use Only



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 17, 2004

JOSEPH J. WHALEN
4134 GULF OF MEXICO DR. #202
LONGBOAT KEY, FL 34228

SUBJECT: PRIME SOURCE INC.
Ref. Number: W04000031237

We have received your document for PRIME SOURCE INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 004A00050586

TRANSMITTAL LETTER

FILED

TO: Registration Section
Division of Corporations

2004 AUG 12 P 3:46

SUBJECT: Prime Source, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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:

Joseph J. Whalen

(Name of Person)

Prime Source, Inc.

(Firm/Company)

4134 Gulf of Mexico Dr., #202

(Address)

Longboat Key, FL 34228

(City/State and Zip code)

For further information concerning this matter, please call:

Joseph J. Whalen

(Name of Person)

at (941) 387-9788

(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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED

2004 AUG 12 P 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 16, 2004

JOSEPH J. WHALEN
4134 GULF MEXICO DR. #202
LONGBOAT LEY, FL 34228

SUBJECT: PRIME SOURCE INC.
Ref. Number: W04000023248

We have received your document for PRIME SOURCE INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt

Document Specialist

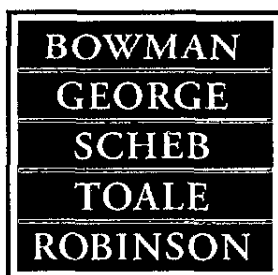
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2004 AUG 12 P 3:46

Letter Number: 504A00040294

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID G. BOWMAN
EUGENE O. GEORGE
ROBERT P. SCHEB
JAMES E. TOALE
DAVID G. BOWMAN, JR.
ROBERT K. ROBINSON
CHRISTOPHER D. FORREST



ATTORNEYS AT LAW
Established 1912

FILED
2004 AUG 12 P 3:45
JOHN F. BURKET 1875-1947
JOHN F. BURKET, JR. 1915-1984
V. MORRIS SMITH 1921-1996
JAMES J. DRYMON 1926-2000
Retired
TALLAHASSEE, FLORIDA
I. W. WHITESELL, JR.

August 12, 2004

Attn: Agnes Lunt, Document Specialist
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Prime Source, Inc. Application by Foreign Corporation
Letter Number 504A00040294

Dear Mrs. Lunt:

This letter is in response to your correspondence dated June 16, 2004, regarding Prime Source, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida ("Application"). A copy of your correspondence is enclosed for your reference. The undersigned law firm is legal counsel for Prime Source, Inc.

Prime Source, Inc. erroneously indicated in its Application that it had transacted business in Florida prior to its Application. As set forth in the enclosed affidavit, this information was erroneous. Prime Source has not transacted any business in the State of Florida. Therefore, pursuant to your letter, I do not believe that Prime Source, Inc. will be required to pay any amounts for prior annual reports/uniform business reports or penalty fees.

I would request that you proceed to process Prime Source's Application. Should you have any questions concerning any of the foregoing or the enclosed Affidavit, please do not hesitate to contact me at your convenience.

Sincerely,

BOWMAN, GEORGE, SCHEB,
TOALE & ROBINSON, P.A.

Christopher D. Forrest
For the Firm

Enclosure as stated
CDF/sf

F:\LITIGATION DEPT\Prime Source, Inc\Correspondence\08-10-04 Letter to Department of State.doc

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.

FILED

2004 AUG 12 P 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Prime Source, Inc.**

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

Prime Source

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

2. **Mississippi**

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

3. **64-0668025**

(FEI number, if applicable)

4. **11/4/92**

(Date of incorporation)

5. **Perpetual**

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

6. **01/02/2000**

(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. **113 New West Street, Shaw, MS 38773**

(Principal office address)

P. O. Box 800, Shaw, MS 38773

(Current mailing address)

8. **Corp. headquarters - administration of company matters**

(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: **Joseph J. Whalen**

Office Address: **549 Norton St.**

Longboat Key

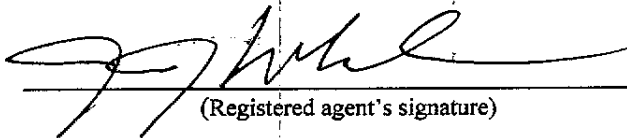
(City)

, Florida **34228**

(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.


(Registered agent's signature)

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: **Joseph J. Whalen**

Address: **Prime Source, Inc. - 4134 Gulf of Mexico Dr., Suite 202**

Longboat Key, FL 34228

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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2004 AUG 12 P 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: **Joseph J. Whalen**

Address: **Prime Source, Inc. - 4134 Gulf of Mexico Dr., Ste. #202**

Longboat Key, FL 34228

Vice President: **Harve E. Daniels**

Address: **Prime Source, Inc. - 4134 Gulf of Mexico Dr., Ste. #202**

Longboat Key, FL 34228

Secretary: **Jacqueline Whalen**

Address: **549 Norton St., Longboat Key, FL 34228**

Treasurer: **Jacqueline Whalen**

Address: **549 Norton St., Longboat Key, FL 34228**

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. **Joseph J. Whalen - CEO**

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

State of Mississippi

Office of the Secretary of State

Eric Clark, Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on November 4, 1982, the State of Mississippi issued a Charter/Certificate of Authority to:

PRIME SOURCE, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
September 3, 2004

A handwritten signature in cursive script that reads "Eric Clark".

ERIC CLARK
Secretary of State