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November 18, 2004

BY FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: L. J. La Pare and Associates, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced Delaware corporation. Also enclosed is Certificate of Good Standing from Delaware and our Firm check in the amount of \$70.00 for your filing fees.

Please provide us with evidence of filing by return mail at your earliest convenience.

If you have any questions or need additional information, please do not hesitate to contact us.

Very truly yours,



Corinne P. McClure
Corporate Paralegal

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TALLAHASSEE, FLORIDA
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Enclosures

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

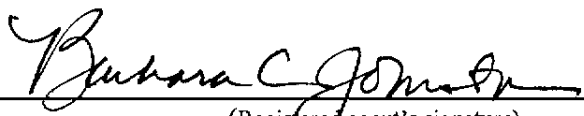
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. L. J. La PARE AND ASSOCIATES, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 20-1896643
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. NOVEMBER 16, 2004 5. PERPETUAL
(Date of incorporation) (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. 517 SOUTH SEA LAKE LANE, PONTE VEDRA BEACH, FL 32082
(Principal office address)
P. O. BOX 3403, PONTE VEDRA BEACH, FL 32004-3403
(Current mailing address)
8. MANAGEMENT SERVICES
(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: RAX CO.
Office Address: 50 N. LAURA STREET, SUITE 3300
JACKSONVILLE, Florida 32202
(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)

Barbara C. Johnston, Vice President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: L. J. La PARE

Address: P. O. BOX 3403, PONTE VEDRA BEACH, FL 32004-3403

Director: _____

Address: _____

B. OFFICERS

President: L. J. La PARE

Address: P. O. BOX 3403, PONTE VEDRA BEACH, FL 32004-3403

Vice President: _____

Address: _____

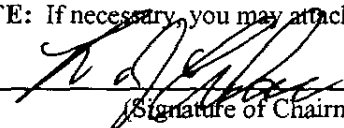
Secretary: L. J. La PARE

Address: P. O. BOX 3403, PONTE VEDRA BEACH, FL 32004-3403

Treasurer: L. J. La PARE

Address: P. O. BOX 3403, PONTE VEDRA BEACH, FL 32004-3403

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

13.  _____

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

14. L. J. La PARE, PRESIDENT

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

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Delaware

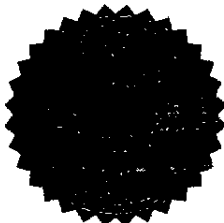
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "L. J. LA PARE AND ASSOCIATES, 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "L. J. LA PARE AND ASSOCIATES, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2004.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3483880

DATE: 11-17-04