

FOS 000002171

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

The McPherson Companies, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 07 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing

Public Access Help

*** Resubmitting with corrections. Please retain original submission date of 4/6/05.
**** Please note that name conflict rejection #W05000017212 submitted by Vic Slay on 4/5/05 has been replaced with attached filing also signed by Vic Slay.

FOS-2171
AL77005
[Signature]



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 7, 2005

LAUREL SWOPE
420 NORTH 20TH STREET, SUITE 1600
BIRMINGHAM, AL 35203

SUBJECT: THE MCPHERSON COMPANIES, INC.
REF: W05000017566

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 10 days or your filing will be considered abandoned.

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Tammi Cline
Document Specialist

FAX Aud. #: H05000083996
Letter Number: 105A00023744

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: _____
(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:

Laurel A. Swope

(Name of Person)

Baker, Donelson, Bearman, Caldwell & Berkowitz, A Professional Corporation

(Firm/Company)

420 North 20th Street, Suite 1600

(Address)

Birmingham, AL 35203

(City/State and Zip code)

For further information concerning this matter, please call:

Laurel A. Swope at (205) 250-8383

(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

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TALLAHASSEE, FLORIDA

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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. The McPherson Companies, 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. 63-0657937
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/13/04 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2340 Woodcrest Place, Suite 175, Birmingham, AL 35209
(Principal office address)

Same
(Current mailing address)

8. Any lawful business
(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 NOT acceptable)

Name: National Registered Agents, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(City) (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.

Handwritten signature of Awendolyn Andrews
(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:

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A. DIRECTORS

Chairman: 32301

Address: _____

Vice Chairman: _____

Address: _____

Director: Charles K. McPherson

Address: 2340 Woodcrest Place, Suite 175
Birmingham, AL 35209

Director: _____

Address: _____

B. OFFICERS

President: Charles K. McPherson

Address: 2340 Woodcrest Place, Suite 175
Birmingham, AL 35209

Vice President: Thomas Lewis

Address: 2340 Woodcrest Place, Suite 175
Birmingham, AL 35209

Secretary: Deborah J. Clowdus

Address: 2340 Woodcrest Place, Suite 175, Birmingham, AL 35209

Treasurer: Vic Slay

Address: 2340 Woodcrest Place, Suite 175, Birmingham, AL 35209

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

13. Vic Slay
(Signature of Director or Officer listed in number 12 of the application)

14. Vic Slay, Treasurer
(Typed or printed name and capacity of person signing application)

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Delaware

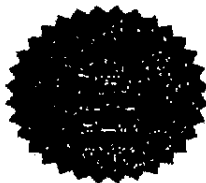
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"MCPHERSON OIL COMPANY, INC.", A ALABAMA CORPORATION, WITH AND INTO "THE MCPHERSON COMPANIES, INC." UNDER THE NAME OF "THE MCPHERSON COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2004, AT 7:37 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3751925

DATE: 03-17-05

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