

THE COMPANY CORPORATION

Three Christina Centre • 301 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1316

F95000000887

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Ramsey's Communications and Consultant Agency Inc.
9412282465171

Dear Sir or Madam:

Enclosed please find Application for Certificate of Authority, Certificate of Good Standing and our check(es) in the amount of \$70.00 for Ramsey's Communications and Consultant Agency Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

enc.

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*****70.00 *****70.00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. Ramsey's Communications and Consultant Agency, 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. USA
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. 12-28-94
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 46C Essex Court
Royal Palm Beach, FL 33411
(Current mailing address)
8. Motivational Speaker
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Larry Wolfe
Office Address: 200 A JOHN KNOX Rd.
JALAHASSEE, Florida, 32303
(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.

SEE ATTACHED

(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.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Ramsay's Communications and Consulting Agency, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Royal Palm Beach, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

Larry Wolfe
Larry Wolfe

Date

2/14/95

RECEIVED
MAR 1 1995
4:00 PM

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard G. Ramsey

Address: 46C Essex Court

Royal Palm Beach, FL 33411

Vice Chairman: Richard G. Ramsey

Address: 46C Essex Court

Royal Palm Beach, FL 33411

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Richard G. Ramsey

Address: 46C Essex Court

Royal Palm Beach, FL 33411

Vice President: Same As Above

Address: _____

Secretary: Same As Above

Address: _____

Treasurer: Same As Above

Address: _____

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

13. Richard G. Ramsey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard G. Ramsey, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

REC'D
MAR 1 1993
93 FEB 22 PM 1:02



Edward J. Friel

Edward J. Friel, Secretary of State

AUTHENTICATION

DATE

RAMSEY'S COMMUNICATION & CONSULTANT AGENCY
RICHARD G. RAMSEY, PRESIDENT



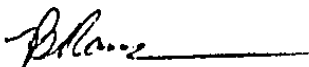
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January 14, 1997

To Whom It May Concern:

Please find enclosed a signed copy of the dissolution form. If you need any additional information please advise.

Thank You


Richard Ramsey

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-01/16/97--01101--012
*****43.75 *****43.75

APPROVED
AND
FILED
97 FEB 26 11 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 24, 1997

RICHARD RAMSEY
RAMSEY'S COMMUNICATION & CONSULANT
46 SUITE C, ESSEX COURT
ROYAL PALM BEACH, FL 33411

SUBJECT: RAMSEY'S COMMUNICATIONS AND CONSULTANT AGENCY,
INC.

Ref. Number: F95000000887

We have received your document for RAMSEY'S COMMUNICATIONS AND CONSULTANT AGENCY, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please accept our apology for having sent you the wrong form.

A foreign corporation authorized to transact business or conduct its affairs in Florida may withdraw its authority by completing the enclosed withdrawal application and submitting the appropriate fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00003678



FLORIDA DEPARTMENT OF STATE

Sandra B. Mertham
Secretary of State

February 12, 1997

RAMSEY'S COMMUNICATIONS AND CONSULTANT AGENCY
46 SUITE C, ESSEX COURT
ROYAL PALM BEACH, FL 33411

SUBJECT: RAMSEY'S COMMUNICATIONS AND CONSULTANT AGENCY,
INC.

Ref. Number: F95000000887

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 697A00007472

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

Ramsey's Communications and Consultant Agency, Inc.
(Name of Corporation)

State of Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

46C Essex Ct
(Mailing Address)

Royal Palm Beach, FL 33411
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Richard G. Ramsey President
Signature Title

Richard G. Ramsey 1-28-97
Typed or printed name Date

SECRET
TALLAHASSEE, FLORIDA

51 FEB 26 1997

APPROVED
AND
FILED