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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

2000001 2898002
-02/07/95--01092--011
*****78.75 *****70.75

SUBJECT: M. D. N. INC
(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:

MARIE D. NANCARROW
(Name of Person)
M.D.N. INC
(Firm/Company)
5981 DICKINSON CT
(Address)
N. FORT MYERS FL 33903
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

MARIE D. NANCARROW at (813) 995-9126
(Name of Person) Area Code & Daytime Telephone Number
WILLIAM M. NANCARROW

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

7/2/93
SECRETARY'S OFFICE
DIVISION OF CORPORATIONS
95 FEB 23 17 11:57



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 9, 1995

MARIE D. NANCARROW
M.D.N., INC.
5981 DICENSON CT.
N. FORT MEYRS, FL 33903

SUBJECT: M.D.N., INC.
Ref. Number: W95000003012

RECEIVED
SECRET
FEB 23 11:57

We have received your document for M.D.N., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn 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 or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindi
Document Examiner

Letter Number: 795A00005765

2/21/95

MS JENNIFER SINDT
FLORIDA DEPT OF STATE
PO BOX 6317
TALLAHASSEE FLA 32314

MDN INC
5981 DICKENSON CT
N FT MYERS FLA
33903

DEAR MS SINDT,

UNAWARE OF THE LAWS OF INCORPORATION IN THE STATE
OF FLORIDA, M.D.N. INC CONDUCTED SOME BUSINESS PRIOR TO
FILING AN APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA.

HOWEVER THIS WAS TWO ISOLATED TRANSACTIONS,
COMPLETED WITHIN 30 DAYS AND SECTION 607.1501,
SECTION 2, SUB SECTION (J) SHOULD APPLY TO OUR
CIRCUMSTANCE.

WE PLAN TO START UP OUR BUSINESS ON APRIL 1, 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
55 FEB 23 7:11:57

WILLIAM M NANCARROW, V.P. - presented

William M Nancarrow

Floresca Drivers
Licenses

2/21/95
date

notary - Patricia B. Harrison



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. M.D.N. 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. 51 033 6710
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/1/91 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. OCTOBER 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5981 DICKENSON CT
N. FORT MYERS FL 33903
(Current mailing address)

8. RETAIL S&L
(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: MARIE D. VANCARROW

Office Address: 5981 DICKENSON CT

N. FORT MYERS, Florida, 33903
(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.

Marie D. Vancarrow
(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 addresses of officers and/or directors:

A. DIRECTORS

CI man: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MARIE D. NANCARROW

Address: 5981 DICKENSON CT

N. FORT MYERS FL 33903

Vice President: WILLIAM M. NANCARROW

Address: 5981 DICKENSON CT

N. FORT MYERS FL 33903

Secretary: MARIE D NANCARROW

Address: 5981 DICKENSON CT

N. FORT MYERS FL 33903

Treasurer: WILLIAM M. NANCARROW

Address: 5981 DICKENSON CT

N. FORT MYERS FL 33903

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

13. William M. Nancarrow

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

14. WILLIAM M. NANCARROW

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

55 FEB 23 AM 11:57

FILED
SECRETARY OF THE
DIVISION OF

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "M D N , 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 SECOND DAY OF DECEMBER,
A.D. 1994.

RECORDED
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