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February 21, 1995

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

4000001415824  
02/27/95-01035-0115  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re ETB Associates, Inc

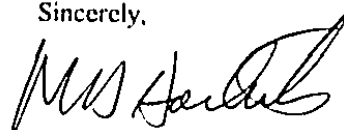
Dear Sir

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check in the amount of \$70.00 are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the undersigned.

If you have any questions regarding the enclosures, please do not hesitate to give me a call

Sincerely,



Michael D. Horlick

MDH/rad  
Enclosures  
cc: Edward T. Manning, Jr.  
ETB/LTR

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. ETB 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. North Carolina  
(State or country under the law of which it is incorporated)
3. 56-1725494  
(FEI number, if applicable)
4. January 30, 1991  
(Date of Incorporation)
5. PERPETUAL  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval of application  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 177 Fairway Drive  
Advance, North Carolina 27006  
(Current mailing address)
8. Consulting, Sales, Management Services  
(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: Michael D. Horlick, Esquire  
Office Address: 227 Pensacola Road  
Venice, Florida, 34285  
(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.

x Michael D. Horlick  
(Registered agent's signature)  
Michael D. Horlick

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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Edward T. Manning, Jr.

Address: 177 Fairway Drive  
Advance, NC 27006

Director: Barbara J. Manning

Address: 177 Fairway Drive  
Advance, NC 27006

B. OFFICERS

President: Edward T. Manning, Jr.

Address: 177 Fairway Drive  
Advance, NC 27006

Vice President: Barbara J. Manning

Address: 177 Fairway Drive  
Advance, NC 27006

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. Edward T. Manning, Jr.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward T. Manning, Jr., President  
(Typed or printed name and capacity of person signing application)

STATE OF  
NORTH  
CAROLINA



Department of The  
Secretary of State

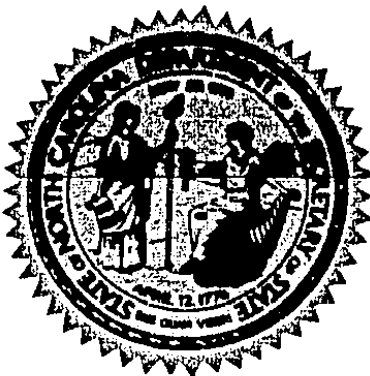
CERTIFICATE OF EXISTENCE

I, RUFUS L. EDMISTEN, *Secretary of State of the State of North Carolina*, do hereby certify that

ETB ASSOCIATES, INC.

*is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 30th day of January, 1991, with its period of duration being perpetual.*

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been delivered to the Secretary of State**; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of February, 1995.

*Rufus L. Edmisten*

Secretary of State