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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

RECEIVED 11/21/95
11/21/95 11:01 AM
***** 11/21/95 *****

SUBJECT: RED RHINO COMPANY
(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:

LINDA A. LOGAN
(Name of Person)
RED RHINO COMPANY
(Firm/Company)
1405 Annette Ave
(Address)
Durham, NC 27707
(City, State and Zip Code)

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DIVISION OF STATE
CORPORATIONS

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

LINDA A. LOGAN at (919) 493-2369
(Name of Person) Area Code & Daytime Telephone Number

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

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. RED RHINO COMPANY

(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. 56-1899357

(FE) number, if applicable

4. 11/30/94

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Not yet transacted business in Fla.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 1405 Arnette Ave.

Durham, NC 27707

(Current mailing address)

8. General Construction

(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: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation

, Florida ,

33324

(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.

Kwm Dally

(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

Chairman: JAMES W. EDNEY III
Address: 1405 Arnette Ave.
Durham, NC 27707

Vice Chairman: LINDA A. LOGAN
Address: 1405 Arnette Ave
Durham, NC 27707

Director: T.M. Henricks
Address: 9608 RAINBOW Forest Dr.
Charlotte, NC 28277

Director: _____
Address: _____

B. OFFICERS

President: LINDA A. LOGAN
Address: 1405 Arnette Ave.
Durham, NC 27707

Vice President: JAMES W. EDNEY III
Address: 1405 Arnette Ave.
Durham, NC 27707

Secretary: JAMES W. EDNEY III
Address: 1405 Arnette Ave
Durham, NC 27707

Treasurer: N/A
Address: _____

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

13. Linda A. Logan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LINDA A. LOGAN, PRESIDENT
(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

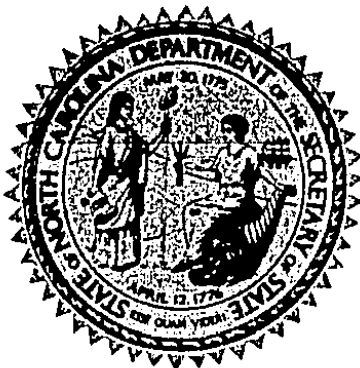
CERTIFICATE OF EXISTENCE

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

RED RHINO COMPANY

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 30th day of November, 1994, 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 21st day of February, 1995.

Rufus L. Edmisten

Secretary of State