



THE COMPANY CORPORATION

Three Chimes Center • 300 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: 302 575-0100 • Fax: 302 575-0116

F95000001100

February 21, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: The Milner Associates Inc.
9412062457990

Dear Sir or Madam:

Enclosed please find:

- Application for Authority
- Certificate of Good Standing
- payment of \$70.00

4000001424764
-03/08/95--01087--014
*****70.00 *****70.00

Please file and return all related correspondence to my attention at the address listed above.

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

Sincerely,

Susan P. Rosenthal
Corporate Service Representative

enc.

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. THE MILNER 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. DELAWARE, U.S.A.
(State or country under the law of which it is incorporated)
3. 65-054-7534
(FEI number, if applicable)
4. DECEMBER 6, 1994
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. NOT IN OPERATION, YET.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 479 DENMARK ST.
NORTH FORT MYERS FLORIDA 33903
(Current mailing address)
8. MARKETING & ADVERTISING
(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.
TALLAHASSEE, 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.

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

A. DIRECTORS

Chairman: HARRY G. MILNER
Address: 479 DENMARK ST.
NORTH FORT MYERS, FL. 33903
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: HARRY G. MILNER
Address: 479 DENMARK ST.
NORTH FORT MYERS, FL. 33903
Vice President: HARRY G. MILNER
Address: 479 DENMARK ST.
NORTH FORT MYERS, FL. 33903
Secretary: HARRY G. MILNER
Address: 479 DENMARK ST.
NORTH FORT MYERS, FL. 33903
Treasurer: HARRY G. MILNER
Address: 479 DENMARK ST.
NORTH FORT MYERS, FL. 33903

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

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

14. HARRY G. MILNER PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRET
NO FORN DISSEM
5010-108-0100-9000
GPO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 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 The Milner Associates Inc
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of N Ft Myers, 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

2/15/95
Date

RECEIVED
DIVISION OF
CORPORATION
FEB 15 1995

State of Delaware
Office of the Secretary of State

SECRET
DIVISION OF
CORRECTIONS
1977-01-09



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE