

F95000001244

CITIZENS SAVING BANK & TRUST
AT DAYTON, OHIO
100 BROADWAY PLAZA
DAYTON, OHIO 45401
454-492800

WATER SERVICE DIAL
511 449-2844

FACSIMILE NUMBER
613 440 2821 10th floor
613 440 2834 10th floor

March 7, 1995

900001430888
-03/16/95--01013--0005
****700.00 ****700.00

FEDERAL EXPRESS

Florida Department of State
Qualification and Registration
Section
409 E. Gaines Street
Tallahassee, FL 32399

*****700.00 *****700.00

RE: Heatherbrook Farms, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of an Application by Foreign Corporation for Authorization to Transact Business in Florida to be filed on behalf of our above-referenced client. Also enclosed is an original Certificate of Good Standing issued by the Ohio Secretary of State. Our check in the amount of \$78.75 representing the filing and certification fees is also enclosed. Please file and return the date-stamped documents to us in the self-addressed, stamped envelope provided for your convenience in responding.

If you have any comments or questions, please feel free to telephone me, collect, at the number above.

Very truly yours,

Mary Beth Hewitt
Mary Beth Hewitt
Legal Assistant

MBH:tlm:100022
Enclosures
c: Mr. David L. Brooks (w/enclosures)
Edward M. Kress, Esq.

MBH\LETTER03.071

STATE OF FLORIDA
DEPARTMENT OF STATE
QUALIFICATION AND REGISTRATION
409 E. GAINES STREET
TALLAHASSEE, FL 32399
951-492-8000



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1995

CHERNESKY, HEYMAN & KRESS
MARY BETH HEWITT
P.O. BOX 3808
DAYTON, OH 45401-3808

SUBJECT: HEATHERBROOK FARMS, INC.
Ref. Number: W9500005363

We have received your document for HEATHERBROOK FARMS, 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):

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 395A00010820

CHERNESKY, HEYMAN & KRESS
ATTORNEYS AT LAW

10 COLUMBIAN PLAZA SW SUITE 1100

PO BOX 988

DAYTON OHIO 45401-0988

513 449 2800

FACSIMILE NUMBER

513 449 2821 10th Floor

513 449 2834 10th Floor

WRITER DIRECT DIAL

513 449-2844

March 14, 1995

FEDERAL EXPRESS

Ms. Freta Lott
Corporate Specialist Supervisor
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: Heatherbrook Farms, Inc.
Ref. No.: W95000005363

Dear Ms. Lott:

Pursuant to your March 10, 1995 correspondence, a copy of which is enclosed, enclosed is our client's check in the amount of \$700. Please proceed to file the original documents as soon as possible and return to us in the self-addressed, stamped envelope provided for your convenience in responding.

If you have any comments or questions, please feel free to telephone me, collect, at the number above.

Very truly yours,

Mary Beth Hewitt

Mary Beth Hewitt
Legal Assistant

MBH:tlm:10022

Enclosures

c: Mr. David L. Brooks
Edward M. Kress, Esq.

MBH\LETTER03.141

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. Heatherbrook Farms, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Ohio
(State or country under the law of which it is incorporated)
3. February 13, 1987 4. Perpetual
(Date of Incorporation) (Duration)
5. 31-1199648
(Federal Employer Identification number, if applicable)
6. October 20, 1994
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1250 Springfield Pike, Suite 400, Cincinnati, OH 45215
(Current mailing address)
8. own and operate dog kennel, dog breeding and racing
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: David L. Brooks
Address: 630 Liddle Lane
Cincinnati, OH 45215

Vice Chairman: Vivian H. Brooks
Address: 630 Liddle Lane
Cincinnati, OH 45215

Director: Edward M. Kress
Address: 10 Courthouse Plaza, S.W., Suite 1100
Dayton, OH 45402

Director: _____
Address: _____

FILED
OFFICE OF STATE
RECORDS
SEP 15 PM 12:53

B. Officers:

President: David L. Brooks
Address: 630 Middle Lane
Cincinnati, OH 45215

Vice Presidents: N/A
Address: _____

Assistant Secretary: Edward M. Kress
Address: 10 Courthouse Plaza, S.W., Suite 1100
Dayton, OH 45402

Secretary/Treasurer: Vivian H. Brooks
Address: 630 Middle Lane
Cincinnati, OH 45215

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT Corporation System
Office Address: 1200 Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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.

Registered agent's signature: By: G. L. Hatfield
G. L. Hatfield, Asst. Secretary

12. 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.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Edward M. Kress, Assistant Secretary
(Name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show HEATHERBROOK FARMS, INC., an Ohio Corporation, Charter No. 694739, having its principal location in Cincinnati, County of Hamilton, was incorporated on February 13, 1987, is currently in GOOD STANDING upon the records of this office.



FILED
SECRETARY OF STATE
CORPORATIONS
MARCH 15 1995

WITNESS my hand and official
seal at Columbus, Ohio this
3rd day of March, A.D. 1995

Bob Taft

Bob Taft
Secretary of State

F9500001244

CHERNESKY, HEYMAN & KRESS
ATTORNEYS AT LAW

19 COURTHOUSE PLAZA SW, SUITE 1100

P.O. BOX 3978

DAYTON, OHIO 45401-3908

613 449 2800

FACSIMILE NUMBER

613/449-2821 11th floor

613/449-2834 10th floor

WRITER'S DIRECT DIAL
613/ 449-2844

June 20, 1995

FEDERAL EXPRESS

The Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

500001519755
-06/21/95--01031--002
*****35.00 *****35.00

In Re: Heatherbrook Farms, Inc.

Dear Sir or Madam:

Enclosed are the original and two copies of an Officer/Director Resignation to be filed on behalf of our above-referenced client. Also enclosed is our check in the amount of \$35.00 representing the filing fees. Please file and return the extra copies to us in the self-addressed stamped envelope provided for your convenience in responding.

If you have any comments or questions, please feel free to telephone me, collect, at the number above.

Very truly yours,

Mary Beth Hewitt
Mary Beth Hewitt
Legal Assistant

FILED
95 JUN 20 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MBH/tes:10022

Enclosures

c: Jill Blackman (via telefax #(904)488-0550 with enclosure)
David L. Brooks (with enclosure)

MBH\LTR0620.03

[Handwritten initials/signature]

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, Edward M. Kress, hereby resign as Director, Assistant Secretary
(Title)

of Heatherbrook Farms, Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Ohio.

That the corporation has been notified in writing of the resignation.



(Signature of resigning officer/director)
Edward M. Kress

FILED
95 JUN 20 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314