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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-04/25/95--01086--015
*****78.75 *****78.75

SUBJECT: ASHLAND EQUINE SECURITY OF ILLINOIS, 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:

ROGER BARRETT

(Name of Person)

ASHLAND EQUINE SECURITY OF ILLINOIS, INC.

(Firm/Company)

2400 E. DEVON SUITE 102

(Address)

DESPLAINES, IL 60018

(City, State and Zip Code)

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DIVISION OF CORPORATIONS

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

ROGER BARRETT
(Name of Person)

at (708) 298 - 0210
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
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. ASHLAND EQUINE SECURITY OF ILLINOIS, 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. ILLINOIS

(State or country under the law of which it is incorporated)

3. 36-3919604

(FEI number, if applicable)

4. OCTOBER 5, 1993

(Date of incorporation)

5. PERPETUAL

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

6. APPROXIMATELY JUNE 1, 1995

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

7. 2400 E. DEVON #102

DESPLAINES, IL 60018

(Current mailing address)

8. TO PROVIDE PRIVATE SECURITY CONTRACTUAL 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: ANTONIO GASTON

Office Address: 485 N. PINE ISLAND ROAD #206A

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.

Antonio M. Gaston

(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.

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

A. DIRECTORS

Chairman: MICHAEL NUDELL

Address: 2400 E. DEVON #102
DESPLAINES, IL 60018

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MICHAEL NUDELL

Address: 2400 E. DEVON #102
DESPLAINES, IL 60018

Vice President: _____

Address: _____

Secretary: ROGER BARRETT

Address: 2400 E. DEVON #102
DESPLAINES, IL 60018

Treasurer: ROGER BARRETT

Address: 2400 E. DEVON #102
DESPLAINES, IL 60018

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

13.


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

14.

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

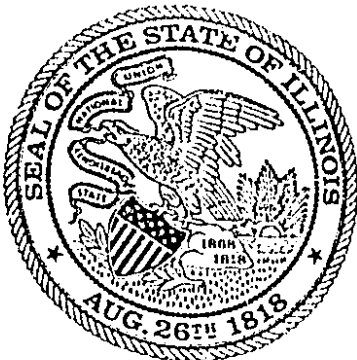
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To all to whom these Presents Shall Come, Greeting,

I, *George H. Ryan*, Secretary of State of the State of Illinois,
do hereby certify that **ASHLAND EQUINE SECURITY OF ILLINOIS INC., A
DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE
OCTOBER 5, 1993, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS
OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE
FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF
THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE
STATE OF ILLINOIS*******



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 6TH
day of MARCH A.D., 19 95

George H. Ryan
SECRETARY OF STATE