

F9500002285

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: D + G Properties, Inc
(Name of corporation - must include suffix)

300001460169
-05/09/95--01026--012
*****70.00 *****70.00

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:

Charles A. Gates

(Name of Person)

D + G Properties, Inc

(Firm/Company)

201 Parrish Drive

(Address)

Bonnieville MS 38829

(City, State and Zip Code)

W95-8669

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

Charles A. Gates

(Name of Person)

at (601) 725-7293

Area Code & Daytime Telephone Number

COURIER ADDRESS:

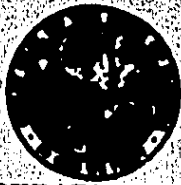
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

125/10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 10 AM 9:27



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1995

CHARLES A. GATES
D & G PROPERTIES, INC.
201 DORRICH DR.
BOONEVILLE, MS 38829

SUBJECT: D & G PROPERTIES, INC.
Ref. Number: W95000008669

We have received your document for D & G PROPERTIES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

The designation of the registered agent must be at a Florida street address.

Also, you may contact the Florida Department of Revenue by calling (904) 488-6800 for taxpayer assistance.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 995A00019029

RESOLUTION OF BOARD OF DIRECTORS

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DIVISION OF CORPORATIONS
95 MAY 10 AM 9:27

I, the undersigned Charles A Gates, President, do hereby certify
that this Resolution of the Board of Directors of Dt G Properties, Inc
a corporation duly organized and existing under the laws of the State of Mississ. pr.
was duly adopted on April 28, 1995.

Resolved, that Dt G Properties, Inc, organized
and existing in the State of Mississippi, hereby adopts the
name Dt G Properties, Inc. of Mississippi for use in Florida.

Dated: 4/26/95

Charles A Gates, President
Signature of at least one director
Charles A Gates, President

* This name was cleared with State Records in the Dept of State.

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. D & G Properties, 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. Mississippi

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

3. 64-0857150

(FEI number, if applicable)

4. 2/13/95

(Date of incorporation)

5. 99 years

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

6. 3/28/95

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.)

7. 201 Dorrich Drive

Booneville MS 38829

(Current mailing address)

8. Rental Property

(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: Charles A Gates

Office Address: _____

_____, Florida

(Zip Code)

** This was checked with state
treasury of District State
Florida address - Charles A Gates
Sunshine Beach Resort
1040 Hwy 98 E Unit 1718
Destin FL 32541*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JULY 10 AM 9:27

*Please send
correspondence
to this
address*

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.

Charles A Gates

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Charles A. Gates

Address: 201 Dorrich Drive

Booneville MS 38829

Vice President: Hazel M. Davis

Address: Rt 2 Box 176 A

Blue Springs MS 38828

Secretary: DeLois Gates

Treasurer: 201 Dorrich Drive

Booneville MS 38829

Treasurer: _____

Address: _____

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

13.

Charles A. Gates President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Charles A. Gates, President
(Typed or printed name and capacity of person signing application)

State of Mississippi

Office of the Secretary of State

Dick Molpus, Secretary of State

Jackson, Mississippi

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 19 AM 9:27

CERTIFICATE OF EXISTENCE/AUTHORITY

I, DICK MOLPUS, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on February 13, 1995 the state of Mississippi issued a Charter/Certificate of Authority to:

D & G PROPERTIES, INC.

That the state of incorporation is MISSISSIPPI.

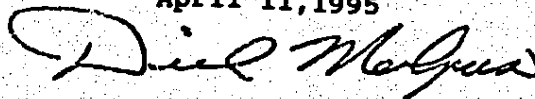
That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

Given under my hand
and seal of office
April 11, 1995



DICK MOLPUS
Secretary of State

