

F9500002423

1300 HAYS STREET
TALLAHASSEE, FL 32304
904-224-7171
904-224-0141 FAX

800-342-8086



networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

95 MAY 17 AM 11:40

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 600526 869010

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : May 17, 1995

ORDER TIME : 10:47 AM

ORDER NO. : 600526

CUSTOMER NO: 869010

600001491576
-05/17/95--01125--006
****122.50 ****122.50

CUSTOMER: Ms. Ann Jones
Prentice Hall Legal &
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

FOREIGN FILINGS

NAME: NATIONAL AUDIT SERVICES, INC.

5/17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 12:45

XXX PROFIT
NON-PROFIT

XXX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

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. National Audit Services, 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

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

3. _____

(FEI number, if applicable)

4. May 4, 1995

(Date of incorporation)

5. perpetual

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

6. upon filing

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

7. 3208 C East Colonial Drive, Suite 288

Orlando, Florida 32803

(Current mailing address)

8. Any lawful business

(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:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street; Suite 105

Tallahassee

, Florida ,

32301

(Zip Code)

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DIVISION OF CORPORATIONS
95 MAY 17 PM 12

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.

The Prentice-Hall Corporation System, Inc.

By: Ann M. Jones

(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: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____


Treasurer: _____

Address: _____

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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.

Allan F. Brooks, President

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

**OFFICERS AND DIRECTORS OF
NATIONAL AUDIT SERVICES, INC.**

President/Director -

Allen P. Brooks
SS# 242-78-6417
737 Carlton Avenue
Lake Wales, Florida 33853

Vice President -

Jeffrey C. Swartsbeck
SS# 210-56-1396
222 Nassau Road
Winter Haven, Florida 33884

Assistant Vice President -

John W. Wuckner
SS# 314-56-3135
256 East Crystal Lake Street
Orlando, Florida 32806

Secretary/Treasurer/Director -

Terry R. Borglund
SS# 361-66-5810
1806 Garden Lake Drive
Winter Haven, Florida 33884

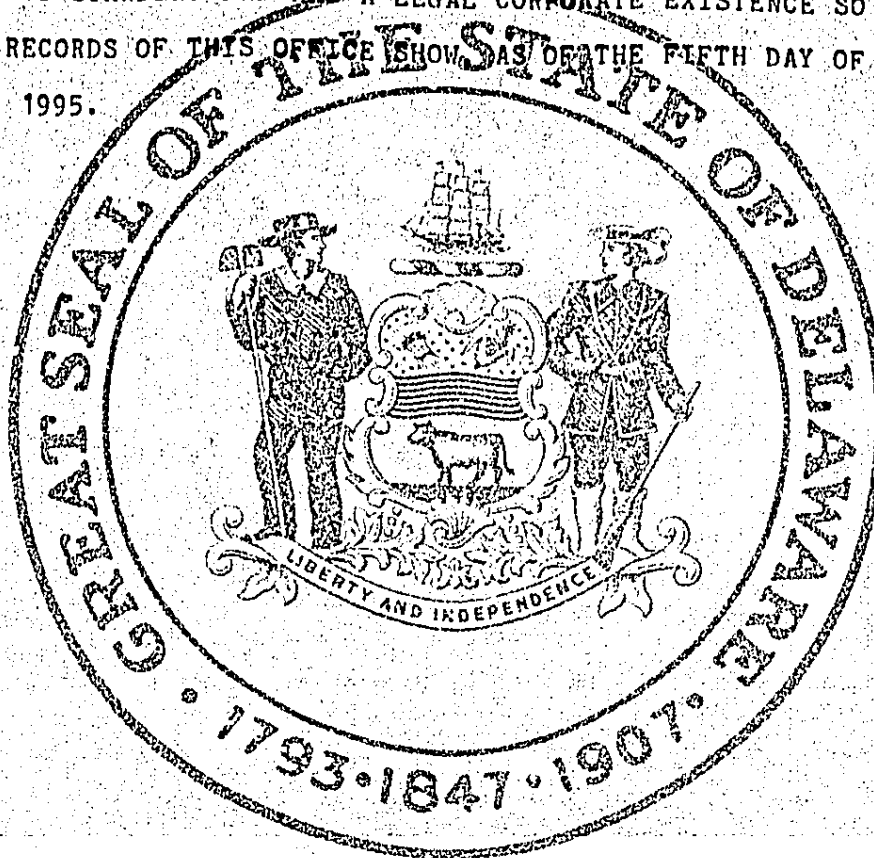
Director -

Bruce J. Gilbert
SS# 167-46-1743
1000 Yarnall
Lake Wales, Florida 33853

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 12:45

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL AUDIT SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE FIFTH DAY OF MAY, A.D. 1995.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 17 PM 12:45



Edward J. Freel

Edward J. Freel, Secretary of State

2504338 8300

950100201

AUTHENTICATION: 7496761

DATE: 05-05-95

INTERSTATE INSURANCE SERVICES GROUP, INC.

F95000002423

February 18, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

400002094094--2
-02/21/97--01031--011
*****87.50 *****87.50

Re: National Audit Services, Inc.
Application by Foreign Corporation for Withdrawal

Dear Sir or Madame:

Enclosed please find two (2) originally executed Applications by Foreign Corporation for Withdrawal Authority to Transact Business on behalf of National Audit Services, Inc. Also included is our check totally \$87.50 - \$35.00 to serve as the filing fee and \$52.50 for a certified copy. Please file accordingly and mail our certified copy to the address below:

National Audit Services, Inc.
Luci Warren - Legal Department
Post Office Box 2368
Lake Wales, Florida 33859-2368

Should you have any questions or require further information, do not hesitate to contact me. With kind regards, I am,

Sincerely,

Luci Warren
Luci Warren,
Legal Department

VS FEB 26 1997

lw
Enclosures

Withdr.

**APPLICATION BY FOREIGN CORPORATION
OF AUTHORITY TO TRANSACT BUSINESS
IN FLORIDA**

**WITHDRAWAL
OF AFFAIRS**

National Audit Services, Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

FILED
97 FEB 21 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Post Office Box 2368
(Mailing Address)

Lake Wales, Florida 33859-2368
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 President
Signature Title

Allan F. Brooks 2-14-97
Typed or printed name Date