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TRANSMITTAL LETTER

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

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-04/17/95--01041--005
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SUBJECT: Palmer Price, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95 - 8203

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:

O Dwayne Price
(Name of Person)
Palmer Price, Inc.
(Firm/Company)
600 Biltmore Way #903
(Address)
Coral Gables, FL 33134
(City, State and Zip Code)

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DIVISION OF CORPORATIONS

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

O Dwayne Price at (305) 461-3777
(Name of Person) 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. Palmer Price, 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. State of Texas 3. 75-2235166
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/31/88 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/01/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. Palmer Price, Inc.
600 Biltmore Way #903, Coral Gables, FL 33134
(Current mailing address)

8. Professional Services Consulting
(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: O. Dwayne Price

Office Address: 600 Biltmore Way #903

Coral Gables, FL, Florida, 33134
(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.

O. Dwayne Price
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: O. Dwayne Price

Address: 600 Biltmore Way #903

Coral Gables, FL 33134

Vice President: C. Diane Palmer

Address: 600 Biltmore Way #903

Coral Gables, FL 33134

Secretary: C. Diane Palmer

Address: _____

Treasurer: O. Dwayne Price

Address: _____

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

13.

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

14.

O. Dwayne Price, P.E. President

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



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The State of Texas

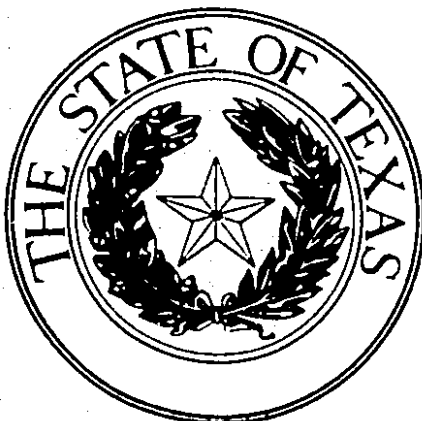
SECRETARY OF STATE

I ANTONIO O. GARZA, JR., Secretary of State of the State of Texas, DO HEREBY CERTIFY that Articles of Incorporation of **PALMER PRICE, INC.** were filed in this office and a certificate of organization was issued on **MAY 31, 1988**;

IT IS FURTHER CERTIFIED THAT pursuant to the terms of the Articles of Incorporation which were filed on **MAY 31, 1988**, the following individuals were identified as the initial managers: **O. DWAYNE PRICE and C. DIANE PALMER.**

I DO FURTHER CERTIFY THAT the principal place of business for the above named organization is **4529 GREY DAWN DRIVE, ARLINGTON TEXAS 76017.**

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and that the coporation is still in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on May 8, 1995.

1077.

Antonio O. Garza, Jr.
Secretary of State

PH