

F9500002927

(407) 221-1974

(407) 1-9690 New Fax

February 20, 1995

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

000001413970
-06/20/95--01040--005
****700.00 ****700.00

Re: Application by Forelight Corporation for Authorization to
Transact Business in Florida

000001413970
-02/23/95--01036--004
****70.00 ****70.00

W95-4185

In reply to your letter dated January 12, 1995, please find enclosed the following:

- 1) Our check #5098 Dated 2/20/95 for \$70.00 to cover the cost of \$35.00 Filing Fee and \$35.00 Registered Agent Designation Fee;
- 2) Signed Application by Foreign Corporation for Authorization to Transact Business in Florida;
- 3) Our original State of Delaware Certificate of Existence dated December 14, 1994.

Sincerely,

Dolores M. Gray
Dolores M. Gray
Office Manag

Enclosures (3)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 16 PM 1:49



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1995

DOLORES M. GRAY
819 SOUTH FEDERAL HIGHWAY, STE 203
STUART, FL 34994-2952

SUBJECT: GENERAL EQUIPMENT LEASING, INC.
Ref. Number: W95000004185

95 JUN 16 PM 1:49
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for **GENERAL EQUIPMENT LEASING, INC.**

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1994. You were notified by letter dated February 23, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$700.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Michael Mays
Corporate Specialist

Letter No. 795A00024416

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1995

DOLORES M. GRAY
819 SOUTH FEDERAL HIGHWAY, STE 203
STUART, FL 34994-2952

SUBJECT: GENERAL EQUIPMENT LEASING, INC.
Ref. Number: W95000004185

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 16 PM 1:49

We have received your document for GENERAL EQUIPMENT LEASING, INC. and your check(s) totaling \$70.00. 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.

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.

If you have any questions concerning the filing of your document, please call



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

(904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 295A00008356

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 16 PM 1:50

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Mark F. Brechbill, do hereby certify
that this Resolution of the Board of Directors of General Equipment Leasing, Inc.,
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on June 14, 19 95.

Resolved, that General Equipment Leasing, Inc., organized
and existing in the State of Delaware, hereby adopts the
name Stuart Management Corporation for use in Florida.

Dated: June 14, 1995


Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 16 PM 1:55

**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. General Equipment Leasing, 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 3. 61-1044839
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 14, 1983 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 819 S. Federal Highway, Suite 203
Stuart, FL 34994-2952
(Current mailing address)

8. Any lawful act or activity for which corporations may be organized
(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: Richard D. Johnson

Office Address: 819 S. Federal Highway, Suite 203

Stuart, Florida, 34994-2952
(Zip Code)

X 10. Registered agent's acceptance:

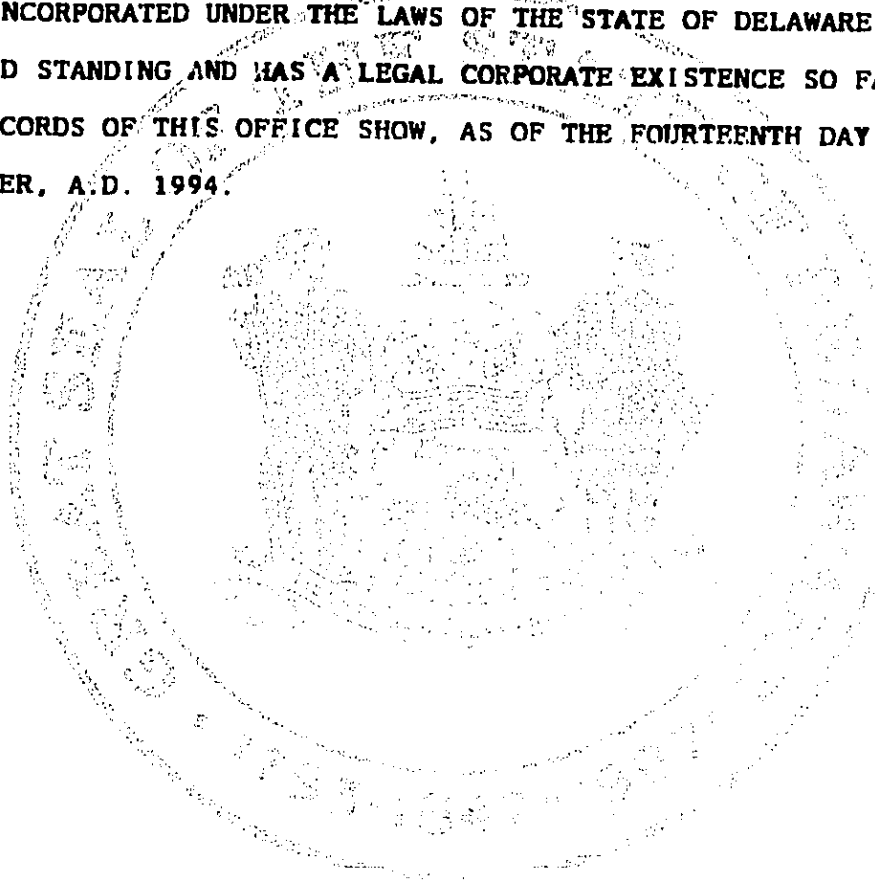
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(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.

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERAL EQUIPMENT LEASING, 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 FOURTEENTH DAY OF DECEMBER, A.D. 1994.



DECEMBER 15 PM 1:50



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7338542

12-14-94

2006728 8300

944241526