

F95000003266

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT NO. : 0721000000032

REFERENCE : 620855 00476A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 29, 1995

ORDER TIME : 10:23 AM

ORDER NO. : 620855

CUSTOMER NO: 80476A

CUSTOMER: Al R. Lopez, Jr., Esq
Lopez & Kelly, P.a.
Suite 500
4600 West Cypress Avenue
Tampa, FL 33607

W95-13266
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-06/29/95--01038--018
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FOREIGN FILINGS

NAME: CARTER CONSULTING, INC., OF
TAMPA BAY

XX PROFIT
NON-PROFIT

CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 29 PM 12:23



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 29, 1995

CSC NETWORK

*Please give the 29th's
file date*

SUBJECT: CARTER CONSULTING, INC.
Ref. Number: W95000013266

We have received your document for CARTER CONSULTING, INC. and your check(s) totaling \$. However, the document has not been filed and is being retained in this office for the following:

Only the name that the corporation is organized under should be listed in section #1. Please delete the d/b/a name out of that section and complete the attached resolution.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 695A00031967

*695A00031967
JUL 11 - 7 1995
DIVISION OF CORPORATIONS*

**RESOLUTION OF BOARD OF DIRECTORS
OF
CARTER CONSULTING, INC.**

I, the undersigned PAIGE A. CARTER, as Secretary of CARTER CONSULTING, INC., do hereby certify that this Resolution of the Board of Directors of CARTER CONSULTING, INC., a corporation duly organized and existing under the laws of the State of Florida, was duly adopted on June 27, 1995.

RESOLVED, that CARTER CONSULTING, INC., organized and existing in the State of Mississippi, hereby adopts the name **CARTER CONSULTING, INC. OF TAMPA BAY** for use in Florida.

Dated this 27th day of June, 1995.

Paige A. Carter
PAIGE A. CARTER, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUN 29 PM 12:22

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 007.1503, Florida Statutes, the following is submitted to register a foreign corporation to transact business in the state of Florida:

1. The name of the corporation is CARTER CONSULTING, INC. The corporation desires to do business in Florida as CARTER CONSULTING, INC. OF TAMPA BAY, as per the attached Resolution of Board of Directors of the corporation.
2. The corporation is a for profit corporation incorporated under the laws of the State of Mississippi.
3. The corporation's Federal Employer Identification Number is 04-0834241.
4. The Date of Incorporation was August 10, 1993.
5. The corporation is of perpetual existence.
6. The corporation plans to first transact business in Florida on or about June 5, 1995.
7. The current mailing address of the corporation is 4350 West Cypress Street, Suite 704, Tampa, Florida, 33607.
8. The purpose of the corporation is to conduct any and all lawful business.
9. The name and street address of the Florida Registered Agent is AL R. LOPEZ, JR., ESQUIRE, 4600 West Cypress Street, Tampa, Florida, 33607.
10. Registered Agent's acceptance:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Application, and being familiar with the obligations of registered agent, I hereby agree to act in this capacity and accept the obligation of that position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all matters.


AL R. LOPEZ, JR.
Registered Agent

DATE: 6/27/95

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.

FILED
SECRETARY OF STATE
JUN 29 PM 12:23

12. The names and addresses of officers and directors for the corporation are as follows:

WALLACE W. CARTER
9481 Highland Oaks, Apt. 1002
Tampa, Florida 33047
Director
President

GERALD E. CARTER
9481 Highland Oaks, Apt. 1712
Tampa, Florida 33047
Director
Vice President

PAIGE A. CARTER
9481 Highland Oaks, Apt. 1002
Tampa, Florida 33047
Secretary-Treasurer

ROGER APPLEWHITE
8500 Mary Mahoney
Ocean Springs, MS 39564
Director

JOHN CASAGRANDE, SR.
560 Ocean Boulevard
Golden Beach, FL 33160
Director

DATED this 27th day of June, 1995.

CARTER CONSULTING, INC., DOING BUSINESS
IN FLORIDA AS CARTER CONSULTING, INC.
OF TAMPA BAY

By: 

WALLACE W. CARTER, President

State of Mississippi

Office of the Secretary of State

Dick Molpus, Secretary of State
Jackson, Mississippi

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 August 16, 1993 the state of Mississippi issued a Charter/Certificate of Authority to:

CARTER CONSULTING, INC.

That the state of incorporation is MISSISSIPPI.

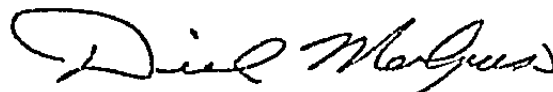
That the period of duration is 99 years.

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

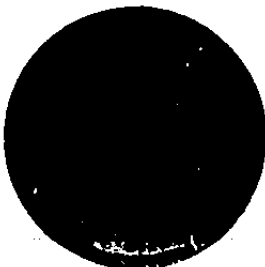
That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

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
June 07, 1995



DICK MOLPUS
Secretary of State



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 29 PM 12:06