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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

95 JUL 13 AM 8:16
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SUBJECT: THE NATIONAL PERDIEM COMPANY
(Name of corporation)

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:

DEAN M. BERTRAND
(Name of Person)

THE NATIONAL PERDIEM COMPANY
(Firm/Company)

1417-3 DEL PRADO BLVD. SUITE 473
(Address)

CAPE CORAL FL. 33990
(City, State and Zip Code)

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

J. JOHNSON at (407) 747-9232
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration 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. THE NATIONAL PERDIEM COMPANY
(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 DELAWARE 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4-17-95 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NEW - HAS NOT STARTED
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 201 NORTH WALNUT - 3 CHRISTINA CENTER
WILMINGTON DEL 19801
(Current mailing address)
8. ANY LEGAL - PRIMARILY INVESTMENTS & DEVELOPMENT
(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: DEAN M. BERTRAND

Office Address: 1417-3 DEL PRADO BLVD. SUITE 473
CAPE CORAL, Florida, 33990
(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.


(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: DEAN M. BERTRAND
Address: 1417-3 DEL PRADO BLVD SUITE 473
CAPE CORAL FL. 33990

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: DEAN M. BERTRAND
Address: 1417-3 DEL PRADO BLVD SUITE 473
CAPE CORAL FL. 33990

Vice President: _____

Address: _____


Secretary: DEAN M. BERTRAND

Address: 1417-3 DEL PRADO BLVD SUITE 473
CAPE CORAL FL. 33990

Treasurer: _____

Address: _____

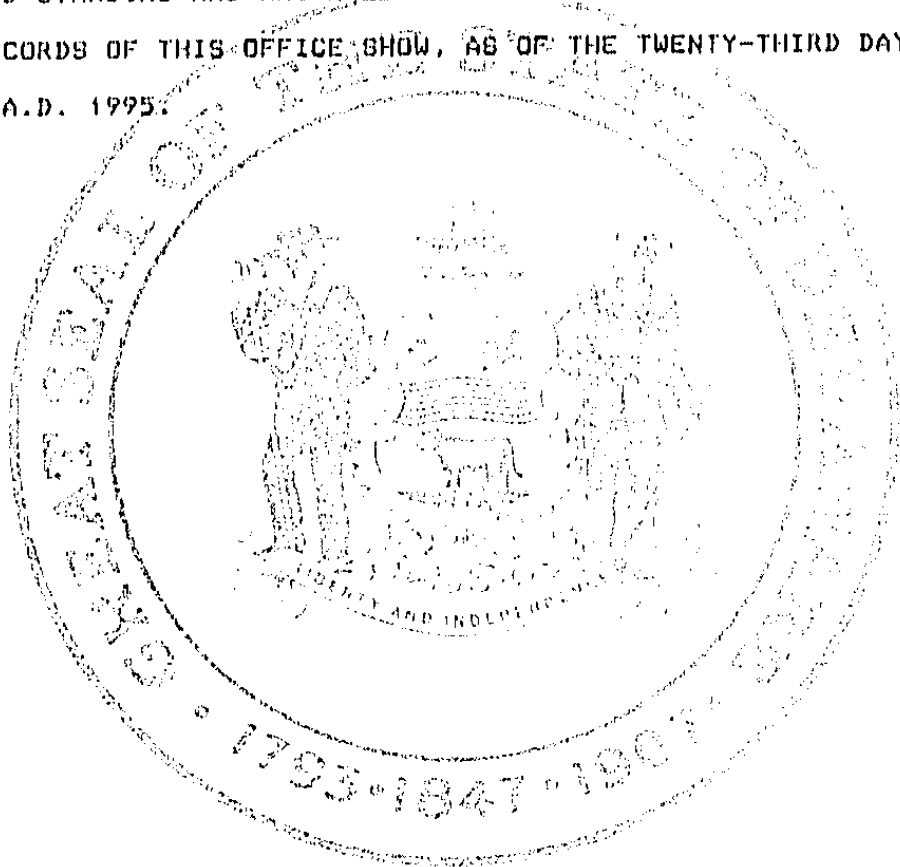
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DEAN M. BERTRAND, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE NATIONAL PERDIEM COMPANY" 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 TWENTY-THIRD DAY OF JUNE, A.D. 1995.



95 JUN 19 PM 8:15
SECRETARY OF STATE
RECORDS SECTION



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:
DATE: 06-23-95