

F95000003523

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Greenways Incorporated
(Name of corporation - must include suffix)

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:

Charles A. Flink, II, President
(Name of Person)

Greenways Incorporated
(Firm/Company)

121 Edinburgh Drive South, Suite 210
(Address)

Cary, North Carolina 27511
(City, State and Zip Code)

W95-13565

sf

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

Marjorie Strauss/Sec./Treas.
(Name of Person/Title)

at (919) 380-0127
Area Code/Daytime Telephone Number

900001546249
-07/26/95--01012--017
*****26.25 *****26.25

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualifications/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1995

CHARLES A. FLINK, II PRESIDENT
GREENWAYS INCORPORATED
121 EDINBURGH DR., S., #210
CARY, NC 27511

SUBJECT: GREENWAYS INCORPORATED
Ref. Number: W95000013565

We have received your document for GREENWAYS INCORPORATED and check(s) totalling \$43.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$26.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by 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.

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: 295A00032674

RESOLUTION OF BOARD DIRECTORS

I, the undersigned Charles A. Flink, II, do hereby certify that this Resolution of the Board of Directors of Greenways Incorporated, a corporation duly organized and existing under the laws of the State of North Carolina, was duly adopted on July 12, 1995.

Resolved, that Greenways Incorporated, organized and existing in the State of North Carolina, hereby adopts the name Greenways Incorporated of North Carolina for use in Florida.

Dated: July 17, 1995

Charles A. Flink, II

Signature of at least one director

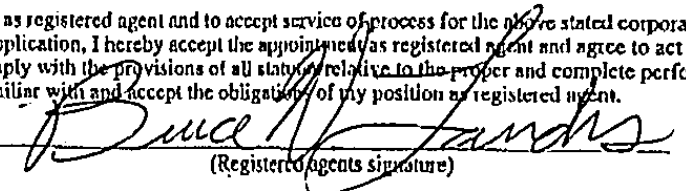
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TALLAHASSEE, FLORIDA

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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. GREENWAYS INCORPORATED OF NORTH CAROLINA
(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. NORTH CAROLINA
(State or country under the law of which it is incorporated)
3. 56-1576782
(FEI number, if applicable)
4. July 2, 1987
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or 'Perpetual')
6. Not Yet Transacted Business in State of Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, artv 817.155, F.S.))
7. 121 Edinburgh Drive South, Suite 210
Cary, North Carolina 27511
(Current mailing address)
8. Professional Services Corporation/Greenway Planning
(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: Bruce Landis
Office Address: 18115 U. S Highway 41 North, Suite 600
Lutz, Florida 33549
(813) 949-7449
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) 7/18/95
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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Charles A. Flink, II

Address: 419 Spring Garden Drive, Durham, North Carolina 27713

Director: Marjorie Strauss Flink

Address: 419 Spring Garden Drive, Durham, North Carolina 27713

Director: Beverly Tunt

Address: 4208 Windsor Place, Raleigh, North Carolina 27609

B. OFFICERS

President: Charles A. Flink, II

Address: 121 Edinburgh Drive South, Suite 210, Cary, NC 27511

Vice Pres: Jennifer Toole

Address: 121 Edinburgh Drive South, Suite 210, Cary, NC 27511

Sec/Treas: Marjorie Strauss

Address: 121 Edinburgh Drive South, Suite 210, Cary, NC 27511

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

13.

Charles A. Flink, II

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

14.

Charles A. Flink, II

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE (PROFESSIONAL CORPORATION)

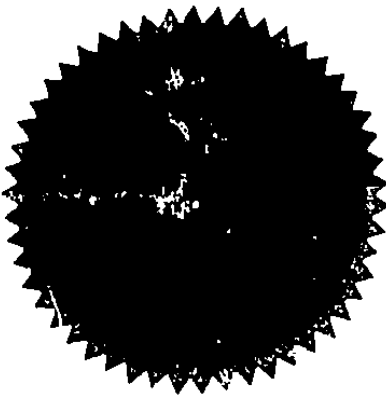
I, **RUFUS L. EDMISTEN**, *Secretary of State of the State of North Carolina*, do hereby certify that

GREENWAYS INCORPORATED

is a professional corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 2nd day of July, 1987, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that the said corporation's certificate of registration is not suspended or revoked by their licensing board; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 13th day of June, 1995.



Rufus L. Edmisten

Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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