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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

200001561512
-08/16/95--01023--001
*****78.75 *****78.75

SUBJECT: PARK ENTERPRISES, Inc.
(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:

SCOTT PARK
(Name of Person)
PARK ENTERPRISES, Inc.
(Firm/Company)
555 S. LUNA Ct. #107
(Address)
Hollywood, FL 33021
(City, State and Zip Code)

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

SCOTT PARK at (305) 964-6734
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF STATE
CORPORATIONS
95 AUG 16 PM 1:51

mc 8/16

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

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned SCOTT PARK, do hereby certify
that this Resolution of the Board of Directors of PARK ENTERPRISES, INC.,
a corporation duly organized and existing under the laws of the State of DELAWARE,
was duly adopted on FEB. 2, 1995.

Resolved, that PARK ENTERPRISES, INC., organized
and existing in the State of DELAWARE, hereby adopts the
name MOPEX, Inc. for use in Florida.

Dated: AUGUST, 7, 1995



Signature of at least one director

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DIVISION OF CORPORATE AFFAIRS
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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. PARK ENTERPRISES, 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. 65-0562332
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-2-95 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NONE TO-DATE
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.153, F.S.))

7. P.O. Box 223771
Hollywood, FL 33022
(Current mailing address)

8. TRADE BROKERAGE SERVICES
(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: SCOTT PARK

Office Address: 555 S. LUNA CT. #107

Hollywood, FL, Florida, 33021
(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.

[Signature]
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____

Vice President: SCOTT PARK

Address: 555 S. LUNA CT. #107

HOLLYWOOD, FL 33021

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. SCOTT PARK - VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "PARK ENTERPRISES 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 TWENTY-SIXTH DAY OF JUNE, A.D. 1995.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7552960

DATE:

06-26-95