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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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-09/26/95--01030--004
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SUBJECT: NEWMARKET STRATEGIC DEVELOPMENT CORP.
(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:

David A. Carter

(Name of Person)

Newmarket Strategic Development Corp.

(Firm/Company)

102 NE 2nd Street, Suite 193

(Address)

Boca Raton, FL 33432

(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

David A. Carter

(Name of Person)

at (407) 393- - 7251

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. NEWMARKET STRATEGIC DEVELOPMENT CORP.

(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

(State or country under the law of which it is incorporated)

3. 65-0602729

(FEI number, if applicable)

4. June 21, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Have not transacted business as of today's date.

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

7. 102 NE 2nd Street, Suite 193

Boca Raton, FL 33432

(Current mailing address)

8. Consulting to small and medium size businesses.

(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: David A. Carter

Office Address: 355 W. Palmetto Park Road,

Boca Raton

, Florida , 33432

(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)

David A. Carter, Registered Agent

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 (SEE ADDENDUM ATTACHED)

Chairman: Bert L. Gusrae

Address: 102 NE 2nd Street, Suite 193
Boca Raton, FL 33432

Vice Chairman: Not applicable

Address:

Director: Alfred M. Schiffrin

Address: 102 NE 2nd Street, Suite 193
Boca Raton, FL 33432

Director: Alicia M. LaSala

Address: 102 NE 2nd Street, Suite 193
Boca Raton, FL 33432

B. OFFICERS (SEE ADDENDUM ATTACHED)

President: Bert L. Gusrae

Address: (Same as above)

Vice President: Alfred M. Schiffrin

Address: (Same as above)

Secretary: David A. Carter

Address: 102 NE 2nd Street, Suite 193
Boca Raton, FL 33432

Treasurer: David A. Carter

Address: (Same as above)

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

13.

David A. Carter Sec'y-Treas.

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

14.

David A. Carter, Secretary-Treasurer

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

ADDENDUM

NEWMARKET STRATEGIC DEVELOPMENT CORP.

12. A. DIRECTORS

Director: Bruce E. Miller
Address: 102 NE 2nd Street, Suite 193
Boca Raton, FL 33432

Director: David A. Carter
Address: 102 NE 2nd Street, Suite 193
Boca Raton, FL 33432

B. OFFICERS

Vice President: Alicia M. LaSala
Address: 102 NE 2nd Street, Suite 193
Boca Raton, FL 33432

Vice President: Bruce E. Miller
Address: (Same as above)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "NEWMARKET STRATEGIC DEVELOPMENT CORP." 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 NINETEENTH DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEWMARKET STRATEGIC DEVELOPMENT CORP." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

RECEIVED
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7644608

DATE: 09-19-95