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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 PM 4:42

SUBJECT: Eagle Marketing, 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:

Karon Strom
(Name of Person)

EAGLE MARKETING, INC
(Firm/Company)

25188 Marion Ave V28
(Address)

Punta Gorda, FL 33950
(City, State and Zip Code)

W95-18894
800001587788
-09/19/95--01046--009
*****70.00 *****70.00

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

Arnold Strom at (941) 637-1691
(Name of Person) Area Code & Daytime Telephone Number

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1995

KARON STROM
EAGLE MARKETING, INC.
25188 MARION AVE V28
PUNTA GORDA, FL 33950

SUBJECT: EAGLE MARKETING, INC.
Ref. Number: W95000018894

We have received your document for EAGLE MARKETING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 DOCUMENT SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 395A00042996

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Karon Strom, do hereby certify that this Resolution of the Board of Directors of Eagle Marketing Inc., a corporation duly organized and existing under the laws of the State of Delaware was duly adopted on Oct. 2, 19 95.

Resolved, that Eagle Marketing Inc., organized and existing in the State of Delaware, hereby adopts the name Eagle Marketing Consultants Inc. for use in Florida.

Dated: 10-2-95

Karon Strom
Signature of at least one director

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DIVISION OF CORPORATIONS
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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. Eagle marketing, 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
(State or country under the law of which it is incorporated)
3. 65-058-9565
(FEI number, if applicable)
4. 6-26-95
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 26, 95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 25188 Marion Ave Suite V28
Punta Gorda, FL 33950
(Current mailing address)
8. Sales & marketing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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DIVISION OF CORPORATIONS
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9. Name and street address of Florida registered agent:

Name: Karen Strom

Office Address: 25188 Marion Ave Suite V28
Punta Gorda, Florida, 33950
(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.

Karen Strom
(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: Karon Strom

Address: 25188 Marion Ave Suite V28
Punta Gorda, FL 33950

Vice Chairman: Karon Strom

Address: 25188 Marion Ave Suite V28
Punta Gorda, FL 33950

Director: Karon Strom

Address: 25188 Marion Ave Suite V28
Punta Gorda, FL 33950

Director: Karon Strom

Address: 25188 Marion Ave Suite V28
Punta Gorda, FL 33950

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

President: Karon Strom

Address: 25188 Marion Ave Suite V28
Punta Gorda, FL 33950

Vice President: Karon Strom

Address: 25188 Marion Ave Suite V28
Punta Gorda, FL 33950

Secretary: Karon Strom

Address: 25188 Marion Ave Suite V28
Punta Gorda, FL 33950

Treasurer: Karon Strom

Address: 25188 Marion Ave Suite V28
Punta Gorda, FL 33950

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

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

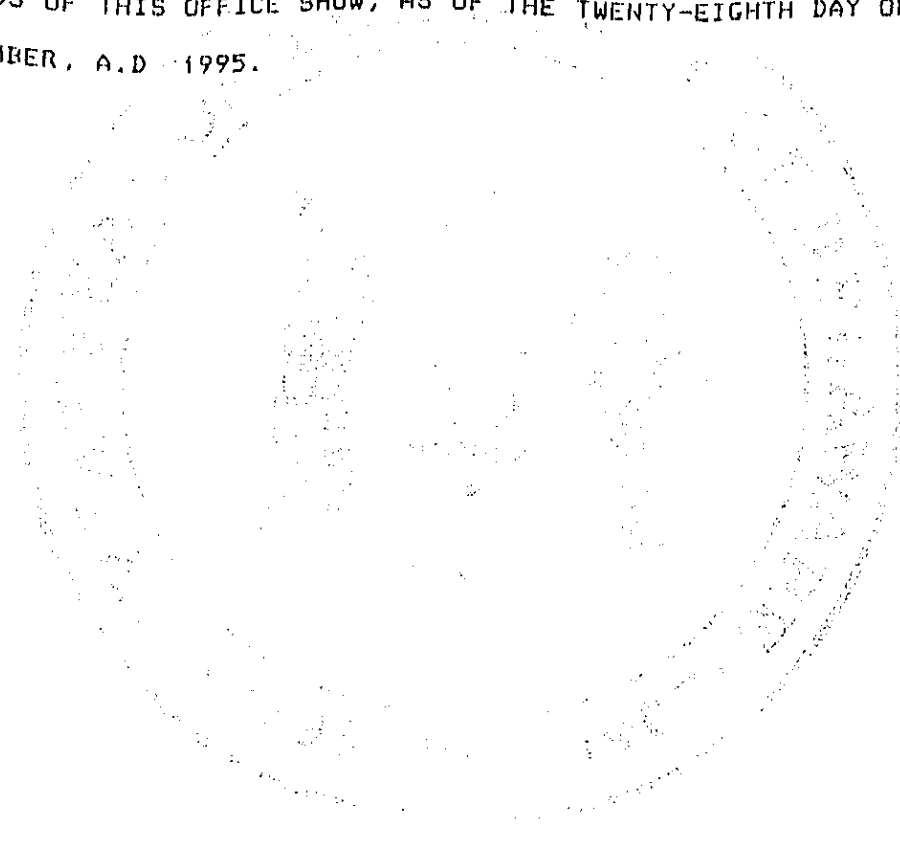
14. Karon Strom President
(Typed or printed name and capacity of person signing application)

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EAGLE MARKETING, 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-EIGHTH DAY OF SEPTEMBER, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 AM 4:42



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7657611

DATE: 09-28-95