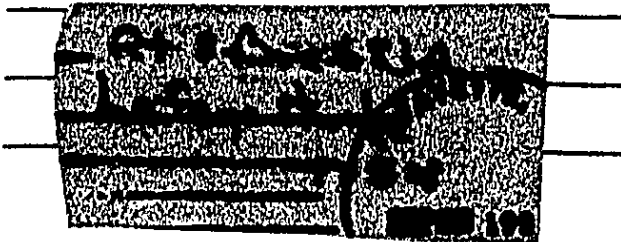


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OFFICE USE ONLY

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*****70.00 *****70.00

W95-19468

10-10

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. B-L Payne Enterprises Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 10 AM 7:23

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1995

LINDA PAYNE
RT 8 BOX 683A
LAFAYETTE, LA 70508

SUBJECT: B-L PAYNE ENTERPRISES, INC.
Ref. Number: W95000019468

We have received your document for B-L PAYNE ENTERPRISES, 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.

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: 995A00044344

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Linda Payne, do hereby certify that this Resolution of the Board of Directors of B-L Payne Enterprises, Inc., a corporation duly organized and existing under the laws of the State of Louisiana, was duly adopted on Oct. 2, 19 95.

Resolved, that B-L Payne Enterprises, Inc., organized and existing in the State of Louisiana, hereby adopts the name B-L Payne Enterprises, Inc. of La. for use in Florida.

Dated: 10-2-95


Signature of at least one director

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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. B-L Payne 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. Louisiana 3. 72-1144124
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5-4-89 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Rt 8 Box 683 A
Lafayette La 70508
(Current mailing address)

8. car opening service/locksmith
(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: Ben D. Payne Sr.
 Office Address: 1100 Scenic Hwy #111
Pensacola, Florida, 32503-6639
(Zip Code)

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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.

Ben Payne Sr
(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: Ben D. Payne Sr.

Address: 1100 Scenic Hwy, #111, Pensacola Fl. 32503-6637

Director: Linda Payne

Address: Rt 8 Box 683A
Lafayette La 70508

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

President: Ben D. Payne Sr.

Address: 1100 Scenic Hwy, #111, Pensacola Fl. 32503-6639

Vice President: Linda Payne

Address: Rt 8 Box 683A
Lafayette La 70508

Secretary: Same as U-Pres.

Address: _____

Treasurer: Same as U-Pres.

Address: _____

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

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

14. Linda Payne, Vice-President
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA
State of Louisiana

Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the Articles of Incorporation of

B-L PAYNE ENTERPRISES, INC.

Domiciled at Lafayette, Louisiana,

Were filed in this Office and a Certificate of Incorporation
was issued on May 4, 1989,

I further certify that no Certificate of Dissolution has
been issued.

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*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

August 2, 1995

Jox McKeithen

MWA

Secretary of State

