

F95000005189

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

300001605073
-10/10/95--01061--016
*****35.00 *****35.00

300001605073
-10/10/95--01061--017
*****35.00 *****35.00

SUBJECT: Exchange, 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:

R. Whitney Stevens, Jr.
(Name of Person)
Stevens, Bagley & Stevens, Atty. at Law
(Firm/Company)
P.O. Box 428
(Address)
Fayetteville, Tennessee 37334
(City, State and Zip Code)

W95-26246
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*****8.75 *****8.75

10-24

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

R. Whitney Stevens, Jr. at (615) 433 - 5704
(Name of Person) Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 24 AM 10:40

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

October 11, 1995

R. WHITNEY STEVENS, JR.
STEVENS, BAGLEY & STEVENS
PO BOX 428
FAYETTEVILLE, TN 37334

SUBJECT: EXCHANGE, INC.
Ref. Number: W95000020246

We have received your document for EXCHANGE, INC. and your check(s) totaling \$78.75. 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: 195A00045998

RESOLUTION OF BOARD OF DIRECTORS

I, William F. Thomas, the undersigned, do hereby state that the resolution of the Board of Directors of The Exchange, Inc., a corporation duly organized and existing under the laws of the State of Tennessee, was duly adopted on the 7 day of April, 1995 and it was resolved that The Exchange, Inc. did thereby adopt the name of The Dining Exchange, Inc., as the name for use by the corporation in the State of Florida.

Dated: April 7, 1995.



William F. Thomas
President and Chairman of the Board
of Directors

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95 OCT 24 AM 10:40

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.15C3, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Exchange, 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. Tennessee 3. 62-1089937
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7-3-80 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 408 South Main - P.O. Box 490
Fayetteville, TN 37334
(Current mailing address)
8. Publishing
(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: Richard P. Clark
Office Address: 133 N.E. Fulmar Circle
Fort Walton Beach, Florida, 32548
(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.

Richard P. Clark
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 24 AM 10:40

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

A. DIRECTORS

Chairman: William F. Thomas
Address: 310 Mulberry Avenue
Fayetteville, TN 37334

Vice Chairman: Janice C. Thomas
Address: 310 Mulberry Avenue
Fayetteville, TN 37334

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS


President: William F. Thomas
Address: 310 Mulberry Avenue
Fayetteville, TN 37334

Vice President: Janice C. Thomas
Address: 310 Mulberry Avenue
Fayetteville, TN 37334

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

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

14. William F. Thomas, President
(Typed or printed name and capacity of person signing application)

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 07/10/1995
REQUEST NUMBER: 3029-0272
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 07/03/1980
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0094082
JURISDICTION: TENNESSEE

TO:
STEVENS, BAGLEY & STEVENS
R. WHITNEY STEVENS, JR
PO DRAWER 428
FAYETTEVILLE, TN 37334

REQUESTED BY:
STEVENS, BAGLEY & STEVENS
R. WHITNEY STEVENS, JR
PO DRAWER 428
FAYETTEVILLE, TN 37334

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"EXCHANGE, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF REVENUE
95 OCT 26 AM 10:40

FOR: REQUEST FOR CERTIFICATE

ON DATE: 07/10/95

FROM:
STEVENS BAGLEY & STEVENS (104 S ELK AVE)
104 S ELK AVE
FAYETTEVILLE, TN 37334-0000

RECEIVED: FEES \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00001825413
ACCOUNT NUMBER: 00009660



Riley C Darnell

**RILEY C. DARNELL
SECRETARY OF STATE**

195000005189

Exchange, Inc.
 Requestor's Name
P. O. Box 490
 Address
Fayetteville, TN 37334
 City/State/Zip Phone #

Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☐ 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 checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 FEB -2 PM 3:07

TLL FEB

Examiner's Initials	
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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Exchange, Inc. D/B/A The Dining Exchange, Inc.
(Name of Corporation)

Tennessee
(Incorporated Under Laws Of)

FILED STATE
SECRETARY OF CORPORATIONS
96 FEB -2 PM 3:07

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Exchange, Inc. - 408 South Main - P. O. Box 490
(Mailing Address)

Fayetteville, Tennessee 37334
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

William F. Thomas Publisher/President
Signature Title

William F. Thomas 1/29/96
Typed or printed name Date