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SECRETARY OF STATE
DIVISION OF RECORDS & STATISTICS
95 AUG 17 AM 8:45



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 17, 1995 — *back date*

MONICA L. COTHRAN
HILTON, HILTON, KOLK, PENSON & ROESCH
1610 BECK AVE
PANAMA CITY, FL 32405

SUBJECT: MDW CORPORATION
Ref. Number: W95000016637

We have received your document for MDW CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 CORPORATE SPECIALIST indicated.

The entity's date of incorporation/organization must be listed in the document.

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

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: 995A00038704



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 6, 1995

MONICA L. COTHRAN
HILTON, HILTON, KOLK, PENSON & ROESCH
1610 BECK AVE
PANAMA CITY, FL 32405

SUBJECT: MDW CORPORATION
Ref. Number: W95000016637

We have received your document for MDW CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The entity's date of incorporation/organization must be listed in the document.

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: 995A00041109

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Tom MCKECHNIE, do hereby certify
that this Resolution of the Board of Directors of MDW Corporation,
a corporation duly organized and existing under the laws of the State of NEVADA,
was duly adopted on FEB 27, 19 95.

Resolved, that MDW Corporation organized
and existing in the State of NEVADA, hereby adopts the
name McDW Corporation for use in Florida.

Dated: 8/28/95

Tom McKechnie

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. MDW Corporation
(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. Nevada
(State or country under the law of which it is incorporated)
3. 98-0324-557
(FEI number, if applicable)
4. 2-24-95
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 3510 Wilderness Trail
Louisville, KY 40299
(Current mailing address)
8. general business
(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: Monica L. Cothran

Office Address: 1610 Beck Avenue
Panama City, FL 32405, Florida,
(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.

Monica L. Cothran
(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jason Davison

Address: 1330 Royal Crest

Elko, Nevada 89801

Vice President: _____

Address: _____

Secretary: Thomas McKechnie

Address: 3510 Wilderness Trail

Louisville, KY 40299

Treasurer: Shawn Wiggins

Address: 255 Circle Dr.

Reno, NV 89509

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

13.

Thomas McKechnie

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

14.

Thomas McKechnie, Secretary

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

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **MDW CORPORATION** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 2nd day of October, 1995.



Dean Heller

Secretary of State

By

[Signature]

Certification Clerk

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