



9500005604
TENNESSEE ASSOCIATES INTERNATIONAL

223 Associates Boulevard, Suite 100, Knoxville, Tennessee 37910, U.S.A.
Tel: (615) 982-9514 Fax: (615) 982-9514

October 16, 1995

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Please please find our check in the amount of \$131.25 to cover the registration fee, certificate of status and the certification of that certificate to register Tennessee Associates International, Inc. as a foreign profit corporation to transact business in Florida.

I have completed the transmittal letter and the application and am sending them to you for completion.

If you have any questions or there is something else I need to do, please do not hesitate to call me at 423/982-9514.

Sincerely,

Audrey P. Hines

Audrey P. Hines
Director of Finance

:aph

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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W95-21172

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Tennessee Associates International, 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:

Audrey P. Hines

(Name of Person)

Tennessee Associates International, Inc.

(Firm/Company)

223 Associates Blvd.

(Address)

Alcoa, TN 37701

(City/State/Zip)

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

Audrey P. Hines
(Name of Person)

at (423) 982-9514
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1995

AUDREY P. HINES
% TENNESSEE ASSOCIATES INTERNATIONAL, IN
223 ASSOCIATES BLVD.
ALCOA, TN 37701

SUBJECT: TENNESSEE ASSOCIATES INTERNATIONAL, INC.
Ref. Number: W95000021172

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

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

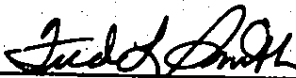
Letter Number: 895A00047745

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TO THE SECRETARY OF STATE OF FLORIDA:

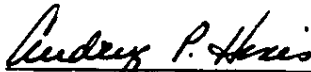
Tennessee Associates International, Inc. did not transact business or conduct its affairs in Florida prior to 1995, notwithstanding the earlier application for a certificate to do business in Florida. We had listed earlier a date in 1993 as the date Tennessee Associates International, Inc. began transacting business in Florida, but this date was erroneous. Tennessee Associates International, Inc. was not doing business in Florida as defined by the Florida Statutes, because the contracts solicited by the corporation's employees require acceptance in Tennessee before they became contracts.



Fred L. Smith
Treasurer, Tennessee Associates
International, Inc.

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Sworn to and subscribed before me
this the 13th day of November, 1995.



Notary Public

My commission expires:

4/9/96

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Tennessee Associates International, 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

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

3. 62-1193129

(FEI number, if applicable)

4. February 16, 1984

(Date of Incorporation)

5. Perpetual

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

6. September 15, 1993

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 223 Associates Blvd.

Alcoa, TN 37701

(Current mailing address)

8. Management consulting - sales office & translation of materials into
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Spanish.

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT
acceptable)**

Name: Enrique Rivera


Office Address: Tennessee Associates International, Inc.
Miami Office

100 South Pine Island, Suite 130-A
Plantation, Florida, 33324

(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)

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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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: Gerald D. Sentell

Address: 1007 Margaret Drive, Alcoa, TN 37701

Vice Chairman:

Address:

Director: Timothy R. Carpenter

Address: 1952 S. Whitehall St., Maryville, TN 37803

Director: Edward C. Miles

Address: 12736 Ackley Circle, Knoxville, TN 37922

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

President: Fred L. Smith

Address: 202 Chota Shores Lane, Loudon, TN 37774

Vice President:

Address:


Secretary: Audrey P. Hines

Address: 401 Belle Meade Dr., Maryville, TN 37803

Treasurer: Fred L. Smith

Address: 202 Chota Shores Lane, Loudon, TN 37774

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. Fred L. Smith, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 10/02/1995
REQUEST NUMBER: 3060-1531
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/16/1984
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0138422
JURISDICTION: TENNESSEE

TO:
TENNESSEE ASSOCIATES INT'L INC.
AT: A. HINES
PO BOX 710
ALCOA, TN 37701-0710

REQUESTED BY:
TENNESSEE ASSOCIATES INT'L INC.
AT: A. HINES
PO BOX 710
ALCOA, TN 37701-0710

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"TENNESSEE ASSOCIATES INTERNATIONAL, 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

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 10/02/95

FROM:
TENNESSEE ASSOCIATES INT'L, INC.
P. O. BOX 710

ALCOA, TN 37701-0710

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

RECEIPT NUMBER: 00001854793
ACCOUNT NUMBER: 00099703



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE