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PAUL A. TAGLIA
THOMAS H. FETTE
MICHAEL E. DUMKE
T. J. PASSARO
HOWARD H. KAHNE
L. A. WHITE

TAGLIA, FETTE,
DUMKE, PASSARO & KAHNE, P.C.

ATTORNEYS

720 STATE STREET
P.O. BOX 890
ST. JOSEPH, MICHIGAN 49085

TELEPHONE
(616) 983-0785
FACSIMILE
(616) 983-0774

November 2, 1995

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-11/27/95--01006--018
*****35.00 *****35.00

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

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W95-22191

RE: TBK Holdings, Inc.

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:

T. J. Passaro
Taglia, Fette, Dumke, Passaro & Kahne, P.C.
720 State Street, P.O. Box 890
St. Joseph, Michigan 49085

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

T. J. Passaro at (616) 983-0755

Very truly yours,



T. J. PASSARO

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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TIP:bnkCORNOVS

8700

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

November 8, 1995

T.J. PASSARO
% TAGLIA, FETTE, DUMKE, PASSARO ETAL
720 STATE STREET, P.O. BOX 890
ST JOSEPH, MI 49085

SUBJECT: TBK HOLDINGS, INC.
Ref. Number: W95000022181

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We have received your document for TBK HOLDINGS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 995A00049823

**APPLICATION BY FOREIGN CORPORATION OR 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. **TBK Holdings, 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. **Michigan**
(State or country under the law of which it is incorporated)
3. **October 12, 1995**
(Date of Incorporation)
4. **38-3257293**
(FEI number, if applicable)
5. **Perpetual**
(Duration: Year corp. will cease to exist or "perpetual")
6.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. **375 Urbandale**
Benton Harbor, Michigan 49022
(Current mailing address)
8. **The leasing of real estate; and, in general, to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.**
(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: **Robert Allan Kasun**
Office Address: **3781 Commerce Loop**
Orlando, Florida 32808
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 Address of officers and/or directors:

A. DIRECTORS

Director: Timothy G. Kasun
Address: 5945 Shanghai Road
Eau Claire, Michigan 49111

Director: Robert Allan Kasun
Address: 1007 Lake Boulevard
St. Joseph, Michigan 49085

Director: Kathryn E. Averill
Address: 3291 Wyndwicke Drive
St. Joseph, Michigan 49085

B. OFFICERS

President: Robert Allan Kasun
Address: 1007 Lake Boulevard
St. Joseph, Michigan 49085

Vice President: Timothy G. Kasun
Address: 5945 Shanghai Road
Eau Claire, Michigan 49111

Secretary: Kathryn E. Averill
Address: 3291 Wyndwicke Drive
St. Joseph, Michigan 49085

Treasurer: Kathryn E. Averill
Address: 3291 Wyndwicke Drive
St. Joseph, Michigan 49085

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

13. Robert Allan Kasun

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

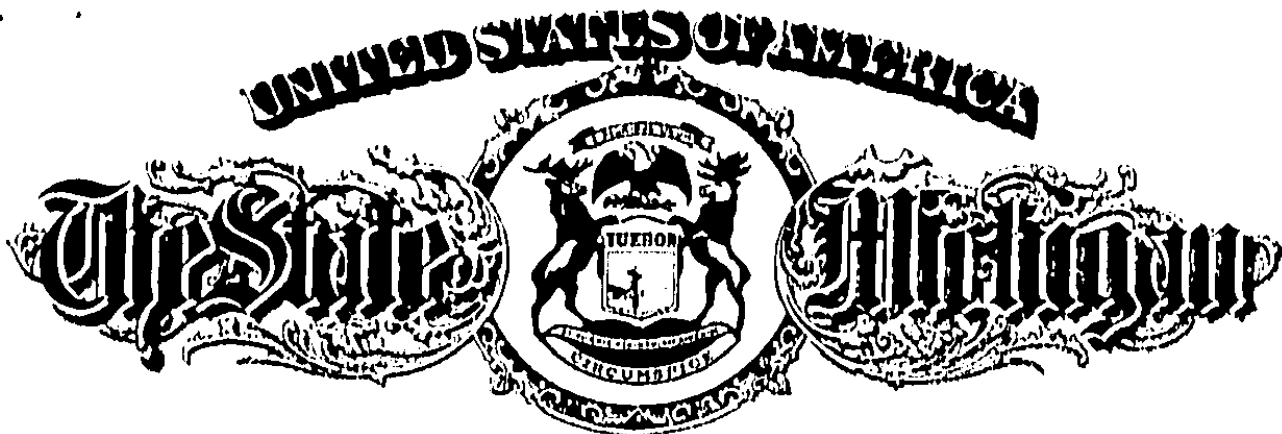
14. ROBERT ALLAN KASUN, President

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

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OFFICE OF REGISTRARS





Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

TBK HOLDINGS, INC.

was validly incorporated on October 12, 1995, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 25th day
of October, 1995.

Carl L. Lippa, Director
Corporation & Securities Bureau

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FILED
SECRETARY OF STATE