

F9500005967

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

300001852313
-12/04/95--01038--012
*****70.00 *****70.00

W95-23630

WAM Florida, Inc.

- FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00

12/4/95

PLEASE RETURN EXTRA COPY(S)
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Conflict with
A19428

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: WAM Florida, 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:

J. Cullen Aderhold

(Name of Person)

McGuire, Craddock, Strother & Lutes, P.C.

(Firm/Company)

1601 Elm Street, Suite 4301

(Address)

Dallas, Texas 75201

(City, State and Zip Code)

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

J. Cullen Aderhold

(Name of Person)

at (214) 954 - 6888

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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS

December 4, 1995

CT CORP

SUBJECT: WAM FLORIDA, INC.
Ref. Number: W95000023630

d/b/a Wam Orlando, Inc.

We have received your document for WAM FLORIDA, INC. and your check(s) totaling \$70.00. 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.

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Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 \$1200.00.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 695A00052641

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AFFIDAVIT

_____) ss.
 _____)

BEFORE ME, the undersigned authority, personally appeared W. GUY SCOTT, who is personally known to me, and being first duly deposed, states as follows:

1. He is the President, Secretary, Treasurer and a Director of WAM FLORIDA, INC., a Nevada corporation.

2. That the date of December 1, 1994 shown in Item No. 6 of the Application by a Foreign Corporation to Transact Business in Florida previously filed with the Florida Department of State on behalf of WAM FLORIDA, INC. was the result of a scrivener's error.


3. That the corporation has not conducted any business in the State of Florida to date and will not do so until the corporation has been duly qualified.

Further Affiant sayeth not.


 W. GUY SCOTT, Affiant

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SWORN TO AND SUBSCRIBED before me
 this 5 day of December, 1995.


 Notary Public
 Print Name: Lee Fenger
 Commission Expires: Never

(SEAL)

WAM FLORIDA, INC.

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, W. GUY SCOTT, do hereby certify that this Resolution of the Board of Directors of WAM FLORIDA, INC., a corporation duly organized and existing under the laws of the State of Nevada, was duly adopted on Dec 5, 1995.

RESOLVED, that WAM FLORIDA, INC., organized and existing in the State of Nevada, hereby adopts the name WAM ORLANDO, INC. for use in Florida.

Dated: Dec 5/95
W. GUY SCOTT, Director

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FROM: INQUIRE, CRADDOCK, ... FAX NO. 1-214-244-1111 ...
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. WAM Florida, 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. Nevada
(State or country under the law of which it is incorporated)
3. 98-0142666
(FEI number, if applicable)
4. March 17, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 1, 1994 or later
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 617.153, F.S.))
7. 10201 Jasper Avenue, Suite 701
Edmonton, Alberta, CANADA T5J 3N7
(Current mailing address)
8. All activities not prohibited by law
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: C T CORPORATION SYSTEM
Office Address: 1200 South Pine Island Road
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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Re:)

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. DIRECTORIS (Street address only- P. O. Box NOT acceptable)**

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: W. Guy ScottAddress: 10201 Jasper Avenue, Suite 701Edmonton, Alberta CANADA T5J 3N7Director: Peter EdgarAddress: 10201 Jasper Avenue, Suite 701Edmonton, Alberta CANADA T5J 3N7**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**President: W. Guy ScottAddress: 10201 Jasper Avenue, Suite 701Edmonton, Alberta CANADA T5J 3N7Vice President: Peter EdgarAddress: 10201 Jasper Avenue, Suite 701Edmonton, Alberta CANADA T5J 3N7Secretary: W. Guy ScottAddress: 10201 Jasper Avenue, Suite 701Edmonton, Alberta CANADA T5J 3N7Treasurer: W. Guy ScottAddress: 10201 Jasper Avenue, Suite 701Edmonton, Alberta CANADA T5J 3N7**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. RICKY LYONS, Vice President
(Typed or printed name and capacity of person signing application)FILED
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Officers (continued):

Assistant Treasurer: Peter Edgar
10201 Jasper Avenue, Suite 701
Edmonton, Alberta CANADA T5J 3N7

Vice President: Ricky Lyons
2500 Metropolitan Place
10303 Jasper Avenue
Edmonton, Alberta CANADA T5J 3N6

Assistant Secretary: Ricky Lyons
2500 Metropolitan Place
10303 Jasper Avenue
Edmonton, Alberta CANADA T5J 3N6

Peter Edgar
10201 Jasper Avenue, Suite 701
Edmonton, Alberta CANADA T5J 3N7

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SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, 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 the 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, **WAM FLORIDA, INC.** 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 1st day of December, 1995.



Dean Heller

Secretary of State

By *Luna Rojas*
Certification Clerk

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