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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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SUBJECT: ACROPOLES BOOKS, 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:

CHARLES W. JORDAN
(Name of Person)

ACROPOLES BOOKS, INC
(Firm/Company)

6558 DUNWOODY TRAIL
(Address)

ALSTELL, GA. 30001-5325
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9/12/95
55 DEC -7 AM 8:55

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

CHARLES W. JORDAN at (770) 948-5199
(Name of Person) (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

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. ACROPOLES BOOKS 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. DELAWARE
(State or country under the law of which it is incorporated)
3. 84-1321529
(FEI number, if applicable)
4. OCTOBER 18, 1995
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. DECEMBER 15, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. ACROPOLES BOOKS INC. c/o MR. AL HACKL
415 WOOD DUCK DRIVE
(Current mailing address) SARASOTA, FL 34236
8. PUBLISHING BOOKS
(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: DONALD H. YORK
Office Address: 722 PONTE VEDRA BEACH BLVD
PONTE VEDRA BEACH, Florida, 32082
(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.
Donald H. York
(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: MICHAEL R KRUPP, DIRECTOR

Address: 603 PARK POINT DRIVE #105, GOLDEN CO 30401

Vice Chairman: DONALD H. YORK, DIRECTOR

Address: 713 ROUTE VEDRA BEACH BLVD, ROUTE VEDRA BEACH, FL 32082

Director: CHARLES W. JORDAN

Address: 6558 DUNWOODY TRAIL
AUSTELL, GA 30001

Director: DEVICE J. TRIPS

LESLIE STEPHENS

Address: 51 MARSHWOOD ESTATES

222 SPRING DRIVE

ELIOT, ME 03703

ROSWELL, GA 30005

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

President: DONALD H. YORK

Address: 723 ROUTE VEDRA BEACH BLVD
ROUTE VEDRA BEACH, FL 32082

Vice President: CHARLES W. JORDAN

Address: 6558 DUNWOODY TRAIL
AUSTELL, GA 30001

Secretary: CHARLES W. JORDAN

Address: SAME AS ABOVE

Treasurer: CHARLES W. JORDAN

Address: SAME AS ABOVE

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

13.

Charles W. Jordan Vice President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

CHARLES W. JORDAN, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACROPOLIS BOOKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1995.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7715761

11-17-95

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