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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400001647694
-11/28/95--01114--003
*****70.00 *****70.00

SUBJECT: S.A.F.E. FILMS, 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:

RONALD L EDWARDS
(Name of Person)
S.A.F.E. FILMS, INC.
(Firm/Company)
250 MARSHSIDE DRIVE
(Address)
ST. AUGUSTINE FL 32084
(City, State and Zip Code)

WBS-23307

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

Daniel M. Helmholtz at (616) 949-7250
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 28, 1995

RONALD L. EDWARDS
S.A.F.E. FILMS, INC.
250 MARSHSIDE DR
ST AUGUSTINE, FL 32084

SUBJECT: S.A.F.E. FILMS, INC.
Ref. Number: W95000023307

We have received your document for S.A.F.E. FILMS, 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):

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

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.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 695A00052030

S.A.F.E. FILMS, INC.
250 Marshside Drive
St. Augustine, Florida 32084

January 5, 1996

Florida Department of State
Attention: Hart Collins
Sr. Corporate Section Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: S.A.F.E. FILMS, INC.
EIN: 38-2206124
Ref Number: W95000023307
Letter Number: 695A00052030

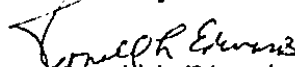
Dear Mr. Collins:

In response to the notice referenced above (copy enclosed) we are enclosing a sworn affidavit regarding the correct date our corporation began transacting business in Florida as well as a corrected copy of page 1 of the Application by Foreign Corporation for Authorization to Transact Business in Florida. *S.A.F.E. FILMS, INC.* is a small operation that moved from Michigan to Florida in 1994 when its sole employee and owner moved his personal residence to Florida. *S.A.F.E. FILMS, INC.* writes and distributes video tapes and textbooks for the fire safety industry. Revenue is also generated from lectures and consultations and expert testimony concerning fire safety and the chemistry of fire. The Corporation employs no sales people and all manufacturing (the reproduction of video tape masters and textbook publication) is completely out-sourced. Sales within the State of Florida are minimal as the Corporation's products are distributed nationally and internationally. Even now we have only 13 customers located in Florida. After a thorough review of our records and consideration of the criteria in Florida Statute Section 607.1501, we believe the Corporation first transacted business in Florida in January 1995 with the receipt of payment for 20 textbooks from a Florida customer.

Regarding the Certificate of Existence required to be attached under Item #11 of the Application, we request that the original certificate presented continue to be accepted as timely. At the time our original application was submitted the certificate was within the 90 days specified.

S.A.F.E. FILMS, INC. has acted in good faith, completed all known Florida filing requirements timely, and in no way tried to avoid the filing requirements in the State of Florida. We respectfully request that the revised application be accepted and the proposed penalties not be assessed. Also enclosed is a check for \$200 to cover the first annual report fee. If you have any questions, please feel free to contact our CPA, Daniel M. Helmholdt at (616) 949-7250.

Sincerely,


Ronald L. Edwards
President

DMH:java
Enclosures

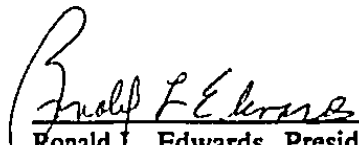
SWORN AFFIDAVIT

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Application by Foreign Corporation for Authorization to Transact
Business in Florida

The undersigned hereby states that the following statements are true as they pertain to *S.A.F.E. Films, Inc.*'s Application by Foreign Corporation for Authorization to Transact Business in Florida.

1. The original application contained erroneous information.
2. After review of the corporate records and consideration of the criteria specified in Florida Statute Section 607.1501, the correct date the corporation began transacting business in Florida as requested in Item #6 of the Application is January 1995.
3. Item #8 of the Application should read "*creation and distribution of technical video tapes and textbooks and speaking, consultation, and testimony pertaining thereto.*"



Ronald L. Edwards, President
S.A.F.E. Films, Inc.

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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. SAFE FILMS, 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 3. 38-2206124
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4-11-78 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 6-1-94
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 250 MARSHSIDE DRIVE
ST AUGUSTINE FL 32084
(Current mailing address)

Creation and distribution of technical video tapes and textbooks
8. and speaking, consultation, and testimony pertaining thereto
(Purposes 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: RONALD L. EDWARDS
Office Address: 250 MARSHSIDE DRIVE
ST AUGUSTINE, Florida, 32084
(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.

Ronald L. Edwards
(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:

A. DIRECTORS (SAME AS OFFICERS)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: RONALD L. EDWARDS

Address: 250 MARSHSIDE DRIVE

ST AUGUSTINE FL 32084

Vice President: CAROLYN S EDWARDS

Address: SAME

Secretary: CAROLYN S. Edwards


Address: SAME

Treasurer: _____

Address: _____

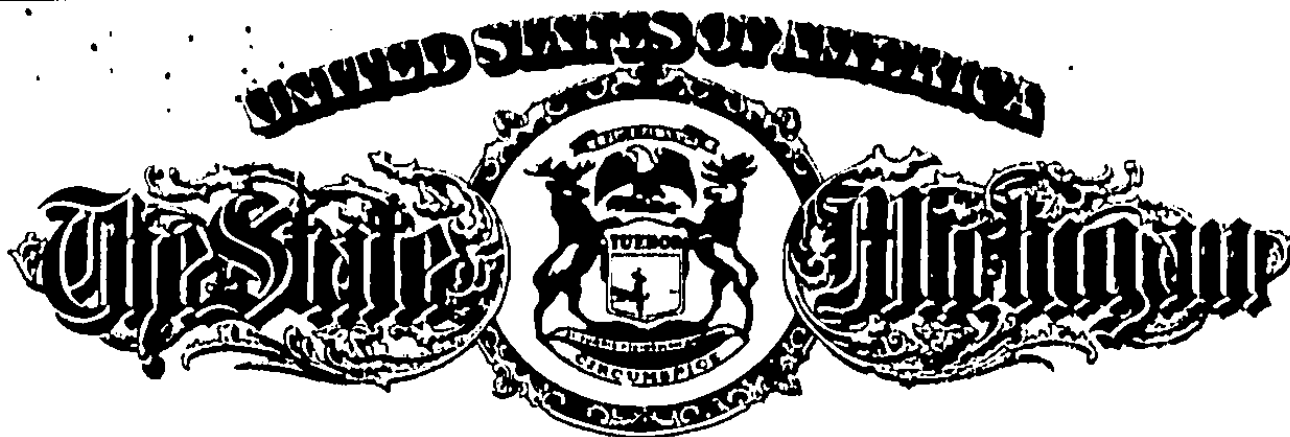
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

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

14.

RONALD L EDWARDS. PRESIDENT
(Typed or printed name and capacity of person signing application)



Lansing, Michigan

This is to Certify That

S.A.F.E. FILMS, INC.

was validly incorporated on April 11, 1978, 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 31st day of August, 1995.

Carl L. Lipp , Director
Corporation & Securities Bureau

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