

F96000000356

TRANSMITTAL LETTER

January 19, 1996

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: FCI, INC. OF TENNESSEE
(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:

KENNETH MCGINNIS
(Name of Person)
FCI, INC.
(Firm/Company)
5801 MIDDLEBROOK PIKE
(Address)
KNOXVILLE, TN 37921
(City, State and Zip Code)

25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 22 AM 11:09

FILED

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

KENNETH MCGINNIS
(Name of Person)

at (423) 588 - 3630 500001697615
Area Code & Daytime Telephone Number 904/257-9600
78.75 **78.75

* COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
JANA LOTT

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**ACTION OF BOARD OF DIRECTORS
BY WRITTEN CONSENT**

FCI, INC.

The undersigned persons, being all the members of the Board of Directors of the Corporation, consent to the following actions taken without a meeting, this instrument to have the same force and effect as if the actions had been taken by unanimous vote at a specially called meeting of the Board of Directors.

Approval to transact business in Florida. The Board hereby adopts the following resolutions:

WHEREAS, the Directors have determined it will be in the Corporation's best interests to qualify to transact business in the State of Florida; and

WHEREAS, the Corporation wishes to transact business in the State of Florida under the name FCI, Inc. of Tennessee.

RESOLVED, that the Board hereby approves the Corporation applying to qualify to transact business in the State of Florida as FCI, Inc. of Tennessee, and hereby authorizes and directs the appropriate officers of the Corporation to take all actions necessary to obtain such qualification.

IN WITNESS WHEREOF, the Directors have executed this instrument (which may be executed in multiple counterparts, all of which shall constitute one instrument) as of the date first above written and it shall be filed with the minutes of the proceedings of the Board of Directors.

Douglas W. Bailey
Director

Stacy T. Moore
Director

Michael D. Roberts
Director

Kenneth McGinnis
Director

Lendall L. Roberts
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. FCL, 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. 62-1609020
(FEI number, if applicable)
4. 07/12/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Nov 27, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 5801 Middlebrook Pike
Knoxville, TN 37921
(Current mailing address)
8. Flooring Installation
(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: John F. Simpson
Office Address: Apt 90 705 Scenic Drive
Pensacola, Florida, 32514
(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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CLERK OF STATE
TALLAHASSEE, FLORIDA

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: Douglas W. Bailey

Address: 5801 Middlebrook Pike
Knoxville, TN 37921

Vice Chairman: Michael D. Roberts

Address: 5801 Middlebrook Pike
Knoxville, TN 37921

Director: Lendall L. Roberts

Address: 1500 Barcelona Drive
Knoxville, TN 37923

Director: Stacy T. Moore

Address: 5801 Middlebrook Pike
Knoxville, TN 37921

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

President: Stacy T. Moore

Address: 5801 Middlebrook Pike
Knoxville, TN 37921

Vice President: David Martin

Address: 5801 Middlebrook Pike
Knoxville, TN 37921

Secretary: Kenneth McGinnis

Address: 5801 Middlebrook Pike
Knoxville, TN 37921

Treasurer: Kenneth McGinnis

Address: 5801 Middlebrook Pike, Knoxville, TN 37921

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

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

14. Kenneth McGinnis, SECRETARY
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

A D D E N D U M

BOARD OF DIRECTORS:

Kenneth McGinnis
5801 Middlebrook Pike
Knoxville, TN 37921

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 01/18/96
REQUEST NUMBER: 3102-2539
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 07/12/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0297390
JURISDICTION: TENNESSEE

TO:
FCI INC.
AT: R. MCGINNIS
5801 MIDDLEBROOK PIK
KNOXVILLE, TN 37921

REQUESTED BY:
FCI INC.
AT: R. MCGINNIS
5801 MIDDLEBROOK PIK
KNOXVILLE, TN 37921

CERTIFICATE OF EXISTENCE

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

"FCI, 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 ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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96 JAN 22 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/18/96

FROM:
FCI, INC.
PO BOX 51488
KNOXVILLE, TN 37950-1488

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

RECEIPT NUMBER: 00001896450
ACCOUNT NUMBER: 00229661



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE