

F96000000357

H. MORRISON JOHNSON
JOHN D. TAYLOR
JAMES W. ALLISON
ROBERT C. HORD, JR.
ROBERT L. BURCHETTE
STEEL D. WINDLE, III
PAUL A. KOHUT
JOHN A. MORRICE
OREO C. ANLUM
ANN MARSH NEILL
PATRICK E. KELLY
STEPHEN P. GENNETT, II
JOHN H. BUREN, JR.
ALICE M. KEITH
J. WHITFIELD WILKS
PAULA JORDAN DANNEB
GARY J. WELCH
DALE P. HOLMES

JOHNSTON, TAYLOR, ALLISON & HORD
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
310 S. MOREHEAD STREET
CHARLOTTE, NORTH CAROLINA 28202
704-332-1181

December 5, 1995

COUNSEL
B. IRVIN BOYLE
ELEANOR WESTON BARRETT

MAILING ADDRESS
POST OFFICE BOX 38489
CHARLOTTE, N.C. 28238

FACSIMILE
704-378-1828
ALSO ADMITTED IN VA.

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600001656116
-12/07/95--01056--001
*****70.00 *****70.00

Re: Windo, Inc.

Dear Sir or Madam:

W45-23987

Please find enclosed the original Application by Foreign Corporation for Authorization to Transact Business in Florida, original Certificate of Existence issued by the North Carolina Secretary of State and our firm's check in the amount of \$70.00 for the filing fee. Please return a filed copy of the Application and all correspondence concerning this matter to the undersigned.

Please do not hesitate to call if you have any questions.

Yours truly,

JOHNSTON, TAYLOR, ALLISON & HORD


Stephen P. Gennett, II

SPGII:ssn
Enclosures

cc: Mr. Matthew J. Bogdovitz

JTAH: 67827.1

FILED
96 JAN 22 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1995

JOHNSON, TAYLOR, ALLISON & HORD
STEPHEN P. GENNETT, II
610 E. MOREHEAD ST.
CHARLOTTE, NC 28202

SUBJECT: WINDO, INC.
Ref. Number: W95000023987

We have received your document for WINDO, 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 795A00053274

JOHNSTON, TAYLOR, ALLISON & HORD

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

610 EAST MOREHEAD STREET

CHARLOTTE, NORTH CAROLINA 28202

704-332-1181

H. MORRISON JOHNSTON
JOHN B. TAYLOR
JAMES W. ALLISON
ROBERT C. HORD, JR.
ROBERT L. DUNCHEITE
STEELE B. WINDLE, III
PAUL A. KOHUT
JOHN A. MORRICE
ONIS C. AHLUM
ANN MASON NEILL
PATRICK C. KELLY
STEPHEN P. GENNETT, II
JOHN R. DUBEN, JR.
ALICE M. KEITH
J. WHITFIELD WILKS
PAULA JORDAN DANKS
GARY J. WELCH
DREW P. HOLMES

COUNSEL
B. IRVIN BOYLE
ELEANOR WESTON BARRETT

MAILING ADDRESS
POST OFFICE BOX 36488
CHARLOTTE, N.C. 28238

FACSIMILE
704-376-1628
*ALSO ADMITTED IN VA

January 16, 1996

Florida Department of State
Attn: Ms. Freta Lott
Corporate Specialist Supervisor
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Windo, Inc.
Ref. Number: W95000023987
Your Letter No.: 795A00053274


Dear Ms. Lott:

Enclosed please find Windo, Inc.'s Resolution of Board of Directors dated December 13, 1995 which adopts the name Windo, Inc. of Southwest Florida for use in Florida as well as a copy of your letter dated December 7, 1995 (including enclosures). Provided that the enclosed resolution is acceptable, please file the Application by Foreign Corporation for Authorization to Transact Business in Florida and return a filed copy of the Application and all correspondence concerning this matter to the undersigned.

Thank you in advance for your assistance. If there are any additional questions, please do not hesitate to call me.

Very truly yours,

JOHNSTON, TAYLOR, ALLISON & HORD


Stephen P. Gennett, II

SPG,II/rgb
Enclosures
cc: Mr. Matthew J. Bogdovitz

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned THOMAS ~~XXXXX~~ L. Hammons, do hereby certify that this Resolution of the Board of Directors of Windo, Inc., a corporation duly organized and existing under the laws of the State of North Carolina, was duly adopted on December 13, 19 95.

Resolved, that Windo, Inc., organized and existing in the State of North Carolina, hereby adopts the name Windo, Inc. of Southwest Florida for use in Florida.

Dated: December 13, 1995


Signature of at least one director

98 JAN 22 AM 11:24
FILED
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. Windo, 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. North Carolina
(State or country under the law of which it is incorporated)
3. 56-1834523
(FEI number, if applicable)
4. August 4, 1993
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Approximately February 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. _____

P.O. Box 240317, Charlotte, North Carolina 28224
(Current mailing address)

8. retail operations
(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: Richard D. Saba

Office Address: 2033 Main Street, Suite 303

Sarasota, Florida, 34237
(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.

Richard D. Saba

(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.

FILED
96 JAN 22 AM 11:24
SECRETARY 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas L. Hammons

Address: 1101 Tyvola Road

Charlotte, NC 28217

Director: Nicole Hammons

Address: 1101 Tyvola Road

Charlotte, NC 28217

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

President/Treasurer: Thomas L. Hammons

Address: 1101 Tyvola Road

Charlotte, NC 28217

Vice President/Assistant Secretary and Assistant Treasurer: Nicole Hammons

Address: 1101 Tyvola Road

Charlotte, NC 28217

Secretary/Vice President: Matthew J. Bogdovitz

Address: 1101 Tyvola Road

Charlotte, NC 28217

Treasurer: _____

Address: _____

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

13. Matthew J. Bogdovitz
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Matthew J. Bogdovitz, Vice President/Secretary
(Typed or printed name and capacity of person signing application)

FILED
95 JAN 22 AM 11 24
TALLAHASSEE FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

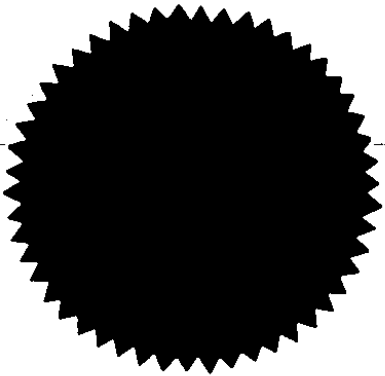
CERTIFICATE OF EXISTENCE

I, **RUFUS L. EDMISTEN**, *Secretary of State of the State of North Carolina*, do hereby certify that
WINDO, INC.

a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 4th day of August, 1993, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 11th day of September, 1995.



Rufus L. Edmisten

Secretary of State

F960000000357

BC&W
BROWN CLARK & WALTERS
PROFESSIONAL ASSOCIATION
ATTORNEYS & COUNSELORS AT LAW

Daryl J. Brown
John B. Brown
William G. Christopher****
Donald D. Clark
Dana L. J. DeMay II
George J. Drans, III
Blaine H. Erben
Lynn H. Gieseckne
Douglas L. Kerfoot
H. Jack Klingensmith
Conrad J. Laro
Stuart Jay Levine
Carolyn P. McDevitt
Tam M. Mikonas**
Shane T. Mufson
Douglas B. Polk
Geoffrey P. Rice
Peter Z. Skokos
James H. Thurman***
Joel W. Walters†

July 7, 1997

Additional Jurisdictions:
John B. Brown - KY
William G. Christopher - D.C., TX, VA
Blaine H. Erben - IL
Lynn H. Gieseckne - CO
Jack Klingensmith - CO, IL
Shane Mufson - CT
Geoffrey P. Rice - IL
Joel W. Walters - MO

* Board Certified Real Estate Attorney
** Board Certified Tax Attorney
*** Board Certified Health Law Attorney
**** NHTA Certified Civil Trial Specialist
Board Certified Business Litigation Attorney
† Certified Circuit Court Mediator
‡ Board Certified Workers' Compensation Attorney

Website: <http://www.pcwv.com/~bcwlaw>
E-Mail: brown.clark.walters@internet.net

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

Re: Change of Registered Agent

Gentlemen:

Enclosed are Statements of Change of Registered Agent forms for the following corporations:

1. Windo, Inc. of Southwest Florida;
2. Agro Corporation;
3. Safe Harbor Investment Corp.;
4. Archon Leasing, Inc.;
5. Enstent, LLC; and
6. Bayrock Realty, Inc.

Also enclosed is the \$35.00 filing fee for each Statement of Change. Please forward acknowledgment of the enclosed filings to the undersigned.

Sincerely,

R.A./R.O.
Change

BROWN, CLARK & WALTERS, P.A.

Peter Z. Skokos, Esquire

PZS/dj

Sarasota City Center, Suite 1100, 1819 Main Street, Sarasota, FL 34236, Phone: (941) 957-3800, Fax: (941) 957-3888
Murdoch Professional Center, 1777 Tamiami Trail, Port Charlotte, FL 33948, Phone: (941) 624-2929
Credit Union Building, Suite 111, 710 Oakfield Drive, Bradenton, FL 33511, Phone: (813) 681-3352

400002203484-1-6
-07/03/97-01035-005
*****35.00
FILED
JUL -9 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

1. The name of the corporation is: Windo, Inc. of Southwest Florida

2. The mailing address of the corporation is : P. O. Box 37389
Charlotte, NC 28237-7389

3. Date of incorporation/qualification: January 22, 1996 Document number: F96000000357

4. The name and address of the current registered agent and office:

Richard D. Saba
2033 Main Street, Suite 303
Sarasota, FL 34237

5. The name and address of the new registered agent and office: (P.O. Box Not Accepted)

Peter Z. Skokos
1819 Main Street, Suite 1100
Sarasota, FL 34236

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.


Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Matthew Bogdanoff June 18, 1997
(Signature of an officer, chairman or vice chairman of the board) (Date)

Matthew J. Bogdovitz Vice President/Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

and I am familiar with and accept the obligation of my position as registered agent.

 7/7/97
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)