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DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH
P. O. BOX 2346
ORLANDO, FLORIDA 32802-2346
ORLANDO, FLORIDA 32803
FAX (407) 428-5119

WRITER'S DIRECT DIAL NO.
(407) 428-5119

February 7, 1996

Qualification/Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Delaware Melloy Company

700001711227
-02/09/96--01044--001
*****70.00 *****70.00

Gentlemen:

Enclosed are the following items which are being submitted to register Delaware Melloy Company, a Delaware corporation, to transact business in Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. an original Certificate of Existence from the State of Delaware; and
3. this firm's check for \$70.00 in payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

It is our understanding that a letter of acknowledgement will be issued upon registration. Please return all correspondence concerning this matter to the following:

Mary F. Fendle
Dean, Mead, Egerton, Bloodworth,
Capouano & Bozarth, P.A.
P. O. Box 2346
Orlando, Florida 32802

Should you need to call someone concerning this matter, please call Mary Fendle at (4079) 428-5119.

Sincerely,

Mary F. Fendle
Mary F. Fendle, Legal Assistant

:mff
Enclosures (3)
cc: Kurt P. Lengemann
Alan H. Daniels, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Delaware Melloy Company

(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

3. applied for

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. December 5, 1995

perpetual

(Date of incorporation)

(Duration: Year corp. will cease to exist or "perpetual")

6. February 1, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

c/o Dean, Mead, Egerton, Bloodworth,

7. Capouano & Bozarth, P.A.

Post Office Box 2346, Orlando, FL 32802

800 N. Magnolia Avenue, Suite 1500, Orlando, FL 32803

(Current mailing address)

to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes

8. (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: Alan H. Daniels, Esq.

Dean, Mead, Egerton, Bloodworth,

Office Address: Capouano & Bozarth, P.A.

800 N. Magnolia Ave., Suite 1500, Orlando, Florida 32803

(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)

Alan H. Daniels

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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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Director:
Chairman: Kevin G. A. Melloy
Address: 310 Savannah Road
Lewes Beach, DE 19958
Director:
Vice-Chairman: Kurt P. Lengemann
Address: 6271 Indian Meadow Street
Orlando, FL 32819
Director: Michael Stanley
Address: 1201 W. 8th Street
Wilmington, DE 19805
Director: _____
Address: _____

B. OFFICERS

President: Kevin G. A. Melloy
Address: 310 Savannah Road
Lewes Beach, DE 19958
Vice President: Michael Stanley
Address: 1201 W. 8th Street
Wilmington, DE 19805
Secretary: Kurt P. Lengemann
Address: 6271 Indian Meadow Street
Orlando, FL 32819
CFO
Treasurer: Kurt P. Lengemann
Address: 6271 Indian Meadow Street
Orlando, FL 32819

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)

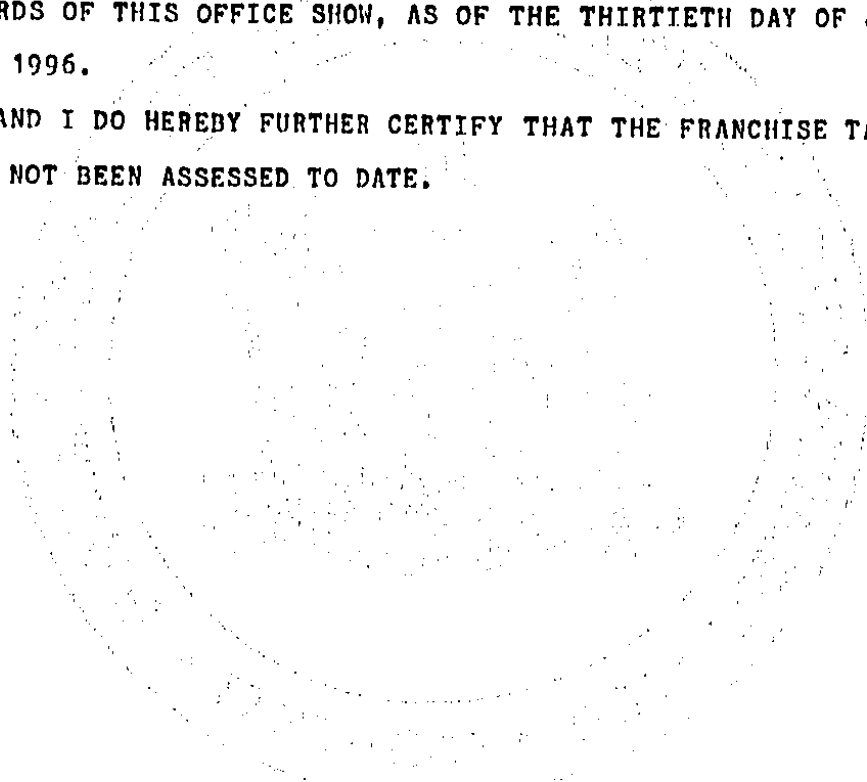
14. Kurt P. Lengemann, Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DELAWARE MELLOY COMPANY" 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 THIRTIETH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7809075

DATE: 01-30-96