



Prentice Hall Legal & Financial Services

ATTN: Andee (904) 222-7495
 1201 HUBBARD STREET, SUITE 115
 TAMPA, FL 33601
 CORPORATION, NAME: Barton ATC Inc. CHAPTER NUMBER: 800001717828

Barton ATC Inc.

000001418960
 -03/02/95--01026--023
 *****70.00 *****70.00

- | | |
|--|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

W95-4395

- | | |
|--|---|
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

FILED
 06 FEB 16 PM 12:21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 Jf

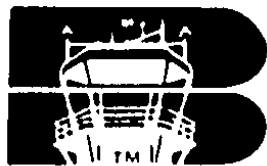
(X) Walk in () Call if Problem () Will Wait (X) Pick up 3-2 12:00
 DATE/TIME

FOR PRENTICE HALL'S USE ONLY

800001717828
 -02/19/96--01012--011
 ***4956.25 ***4956.25

BRANCH ORDERING: NYC BY: Mavis K.
 BRANCH RECEIVING: FL BY: Andee
 REF/JOB # 509-95-03453
 CLIENT MATTER # _____
 SAME DAY ☒ 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR ☒ NO
 DATE SENT: MAIL FAX FED EXP
 FILED:
 SENT TO: BRANCH ☒ CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	<u>30314</u>
ST/CTY/ FEES	<u>70.00</u>
CORR. FEE/	
SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	



**BARTON
ATC, Inc.**

W95-4395

February 23, 1995

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

Re: BARTON ATC, Inc., FEIN 43-0900887

To Whom it May Concern:

We are prepared to pay all penalties and taxes owing to the failure of BARTON ATC, Inc. to have qualified to do business in Florida. BARTON ATC, Inc. believes that it began doing business in Florida sometime in 1987. BARTON ATC, Inc. has had, at all times, until August, 1990, 1,170 shares of no par common stock authorized and outstanding. During August, 1990, BARTON ATC, Inc. became a Delaware Corporation; since that time BARTON ATC, Inc. has had 2,000 shares of common stock, \$0.10 par value, authorized, with 100 shares issued and outstanding.

We have previously believed that BARTON ATC, Inc. was not required to qualify to transact business in Florida because of the Interstate Commerce exemption. BARTON ATC, Inc. is engaged solely in the provision of air traffic control and weather reporting services for governmental entities. However, upon the advice of council, we now understand that BARTON ATC, Inc. is doing business in Florida for qualification purposes to the extent that waivers of penalties may be obtained, we would appreciate a consideration of such waivers.

633 East Vine Street Murfreesboro, TN 37130-4381 Telephone: (615)895-2117 FAX: (615)896-8820

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An  Company

Page -2-
Florida Division of Corporations
February 23, 1995

We have prepared, and are submitting, through Prentice Hall, the required documents for filing. We have requested that Prentice Hall act as expeditiously as possible, on our behalf, in this matter. We are sending this letter directly to you in the hope that it will satisfy the 60 day suspense period set forth in your letter of January 12, 1995, while the formal submission process is ongoing.

Yours truly,


Robert W. Lynch, Jr.,
Chief Executive Officer

RWL/db

cc: H. Wynne James, III, Esquire
Baker, Donelson, Bearman
Suite 1700
Nashville City Center
511 Union Street
Nashville, TN 37219

Prentice Hall Legal & Financial Services
15 Columbus Circle
New York, NY 10023-7773



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 2, 1995

PRENTICE HALL

SUBJECT: BARTON ATC, INC.
Ref. Number: W95000004395

We have received your document for BARTON ATC, 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):

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee 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 corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$4956.25.

It does not appear from your correspondence that there is a compelling reason for this office to wave penalty fees imposed against Barton Atc, Inc. for unlawfully transacting business in Florida.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 095A00009440



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1995

BARTON ATC, INC.
633 E. VINE ST.
MURFREESBORO, TN 37130-4381

SUBJECT: BARTON ATC, INC.
Ref. Number: W9500004395

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for BARTON ATC, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1987. You were notified by letter dated March 2, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4956.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Freta Lott
Corporate Specialist Supervisor Letter No. 695A00024425

Enclosure

pg 282



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1995

BARTON ATC INC
ROBERT W. LYNCH, JR.
633 E. VINE ST.
MURFREESBORO, TN 37130-4381

SUBJECT: BARTON ATC, INC.
Ref. Number: W95000004395

CERTIFIED MAIL #Z 751 934 344 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of BARTON ATC, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by BARTON ATC, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

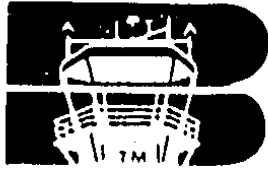
Penalties and fees in the amount of \$4956.25 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Marc W. Dunbar, Assistant General Counsel

Enclosures Letter No. 395A00038156



**BARTON
ATC, Inc.**

Paul

February 13, 1996

Mr. Mark Dunbar
Office of the General Counsel
Department of State
LL1 - The Capital
Tallahassee, FL 32399-0250

Dear Mr. Dunbar:

Here is our check for \$4,956.25. We are unable to explain the loss of the original check issued in May 1995; however, such things do happen.

We regret the inconvenience and trust this will close the matter.

Sincerely,

Travis L. Pierson
President

Attachment: BARTON Check No. 30969

RECEIVED

FEB 14 1996

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: February 14, 1996

RE: Barton ATC, Inc.

Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has paid all outstanding penalties and fees and now wishes to be qualified to do business in this state.

MWD/mwd

FILED
96 FEB 16 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. BARTON ATC, Incorporated
(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. 43-0900887
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August, 1990 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1987
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.)

7. BARTON ATC, Inc.
633 East Vine Street, Murfreesboro, TN 37130-4381

(Current mailing address)

- Any lawful act or activity for which a corporation may be organized
8. under the General Corporation Law of Delaware. Now providing Air
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
Traffic Control, Meteorological & Related Services.

9. **Name and street address of Florida registered agent:**

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida ,

32302
(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.

The Prentice-Hall Corporation System, Inc.

By: *Delia Talient*

(Registered agent's signature)

Delia Talient, Asst. Secy.

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 FEB 16 PM 12:22
TALLAHASSEE
FLORIDA
32302

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert W. Lynch, Jr.
Address: 633 East Vine Street
Murfreesboro, TN 37130-4381

Vice Chairman: _____
Address: _____

Director: Cindy L. Rollins
Address: 633 East Vine Street
Murfreesboro, TN 37130-4381

Director: Travis L. Pierson
Address: 633 East Vine Street
Murfreesboro, TN 37130-4381

B. OFFICERS Chief Executive Officer: Robert W. Lynch, Jr.

President: Travis L. Pierson
Address: 633 East Vine Street
Murfreesboro, TN 37130-4381

Vice President: Cindy L. Rollins
Address: 633 East Vine Street
Murfreesboro, TN 37130-4381

Secretary: Cindy L. Rollins
Address: 633 East Vine Street
Murfreesboro, TN 37130-4381

Treasurer: Cindy L. Rollins
Address: 633 East Vine Street
Murfreesboro, TN 37130-4381

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

13. Robert W. Lynch, Jr., Chairman & CEO
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Robert W. Lynch, Jr., Chairman & CEO
14. _____
(Typed or printed name and capacity of person signing application)

FILED
96 FEB 16 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADDENDUM

Item 12. Names and addresses of additional Directors

Jerry L. Allen
1610 North Highland Avenue
Murfreesboro, TN 37130

Edgar B. McClung
1411 Walnut Grove Road
Christiana, TN 37037

Jerry C. Mitchell
325 Meadow Lane
Murfreesboro, TN 37129

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

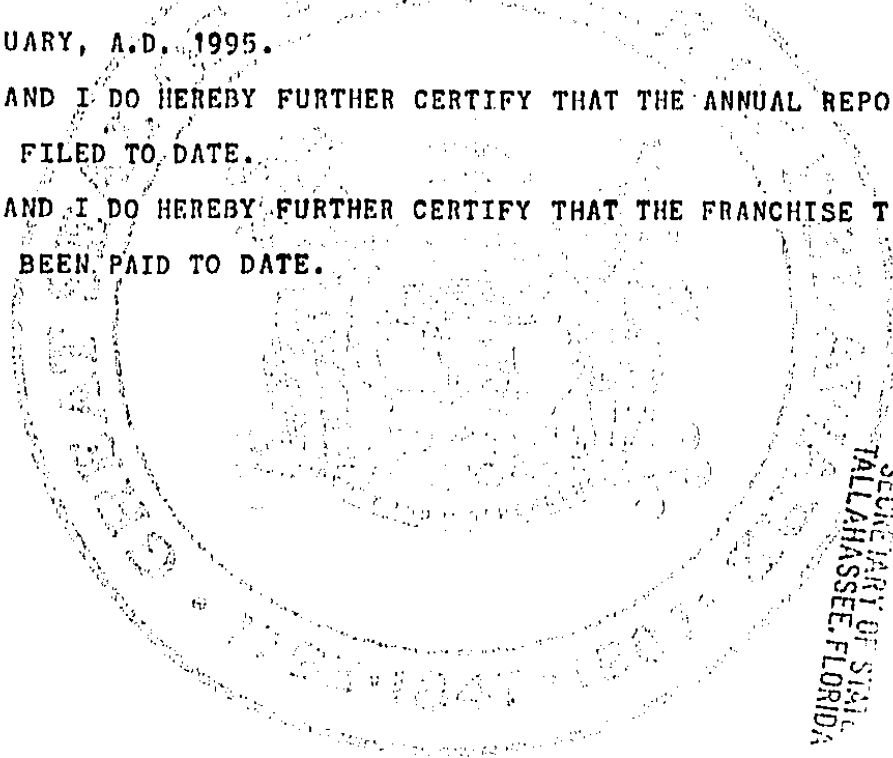
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BARTON ATC, 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 TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
96 FEB 16 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2237232 8300

950042771

AUTHENTICATION:

7420711

DATE:

02-24-95