

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0100
904-222-0399 FAX

800-342-8086

F96000000987



ACCOUNT NO. : 072100000032
REFERENCE : 861165 5021572
AUTHORIZATION : *Patricia Pujols*
COST LIMIT : \$ 70.00

ORDER DATE : February 27, 1996
ORDER TIME : 10:21 AM
ORDER NO. : 861165
CUSTOMER NO: 5021572

000001725690

CUSTOMER: Ms. Jane Walker
Crocock Loftis & Abramson
Suite 200
126 East Jefferson Street
Orlando, FL 32801

2/27
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: PHILIP MYERS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
95 FEB 27 PM 12:25
DIVISION OF CORPORATION

CONTACT PERSON: CLINT FUHRMAN

APPLICATION BY A FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH FSA § 607.1503, THE FOLLOWING IS SUBMITTED TO REGISTER
A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Name of Corporation: Philo Myers, Inc.
[IF NOT ALREADY CONTAINED IN THE NAME, ADD ONE OF THE FOLLOWING
WORDS: "INCORPORATED," "COMPANY," OR "CORPORATION," OR THE
ABBREVIATIONS "CORP.," "INC." OR "CO.," OR WORDS OF LIKE IMPORT IN
LANGUAGE THAT WILL CLEARLY INDICATE THAT IT IS A CORPORATION
INSTEAD OF A NATURAL PERSON OR PARTNERSHIP];
2. The (state)(country) under whose laws the corporation is incorporated:
Delaware
3. FEI number, if applicable: 58-2205003
4. Date of Incorporation in the domiciliary (state)(country): 10/30/95
5. Duration: Perpetual
6. Date first transacted business in Florida (SEE FSA § 607.1501, 607.1502 and
817.155): March 5, 1996
7. Current mailing address: 931 E. 88th Street, Suite 208, Indianapolis, IN 46240
8. Purpose(s) of corporation authorized in home state or country to be carried out in the
State of Florida: Purchase and operate a going business in Florida
9. Name and street address of Florida registered agent: J. Bennett Grocock, P.A.
Grocock, Loftis & Abramson, 126 E. Jefferson Street, Orlando, FL 32801
10. 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.

J. Bennett Grocock, P.A.

By: 

J. Bennett Grocock, President,
Registered Agent

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DIVISION OF CORPORATIONS
96 FEB 27 PM 10

11. Attached hereto is a certificate of existence (or document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose laws the corporation is incorporated.

12. The names and addresses of each of the corporation's directors are as follows:

<u>Name</u>	<u>Specific Address</u>
Charles E. Morrison	931 E. 88th Street, Suite 208 Indianapolis, IN 46240

13. The names and addresses of each of the corporation's officers are as follows:

<u>Name</u>	<u>Title</u>	<u>Specific Address</u>
Charles E. Morrison	President/ Secretary/ Treasurer	931 E. 88th Street, Suite 208 Indianapolis, IN 46240

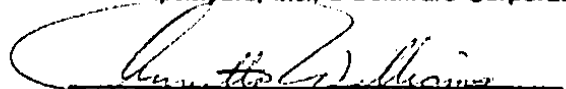
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Date: February 23, 1998


Charles E. Morrison, President

State of Indiana
County of Marion

The foregoing instrument was acknowledged before me this 23 day of February, 1998, by Charles E. Morrison as President of Philip Myers, Inc., a Delaware Corporation, on behalf of the Corporation.

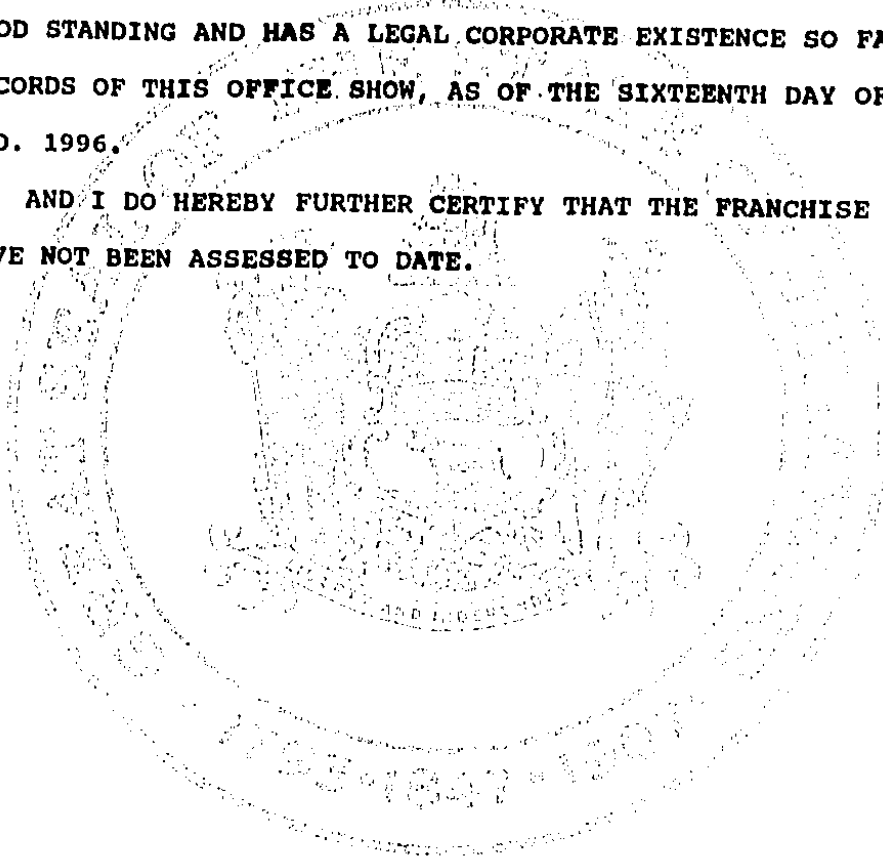

Notary Public, State of Indiana
ANNETTA D. WILLIAMS, Notary Public
My Commission Expires: Aug. 13, 1998
My County of Residence is Marion
Printed Name of Notary
Commission No:
My Commission Expires: 8-13-98

Client: philmyr/raesal

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHILIP MYERS, 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 SIXTEENTH 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

2556650 8300

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AUTHENTICATION:

7789340

DATE:

01-16-96