

F96000001426

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100001731611
-03/04/96--01139--007
*****70.00 *****70.00

W96-4864

SUBJECT: M&M Associates, Inc.
(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:

Robert D. Amspoker
(Name of Person)

M&M Associates, Inc.
(Firm/Company)

2853 Ringwood Meadow
(Address)

Sarasota, FL 34235
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 8:20

mtm

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

Robert D. Amspoker at (941) 371-4833
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 5, 1996

ROBERT D. AMSPOKER
% M&M ASSOCIATES, INC.
2853 RINGWOOD MEADOW
SARASOTA, FL 34235

SUBJECT: M&M ASSOCIATES, INC.
Ref. Number: W96000004864

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 21 AM 8:20

We have received your document for M&M ASSOCIATES, 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):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 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 entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

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.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call

(904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 396A00009676

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 8:20

AFFIDAVIT

I, the undersigned Robert D. Amspoker, President of M&M Associates, Inc., do hereby certify that the Application By Foreign Corporation For Authorization To Transact Business In Florida originally submitted on February 29, 1996 contained the following erroneous information:

1. The date M&M Associates first transacted business in Florida was erroneously stated as July 1, 1995. As per section 607.1501(2) Florida Statutes, M&M Associates, Inc. has not undertaken any activities which constitute transacting business in the state of Florida. In addition, we will not undertake any such activities until duly registered. We anticipate this date will not be prior to June 1, 1996; and;

2. M&M Associates, Inc.'s FEI was erroneously entered as 39-1397484. **M&M Associates, Inc.'s correct FEI is 39-1397485.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 8:20

NOTARIZATION

State of Florida

SS

County of Sarasota

I, Robert D. Amspoker, being duly sworn, state that I am the President of M&M Associates, Inc. and that the foregoing statements are true and correct to the best of my knowledge and belief.

Robert D. Amspoker

SWORN TO AND SUBSCRIBED IN MY PRESENCE

THIS 18 DAY OF March, 1996.

FLORIDA DRIVERS License presented as identification



Elizabeth Gaines

My commission expires _____

NOTARY SEAL

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Robert D. Amspoker, do hereby certify that this Resolution of the Board of Directors of M&M Associates, Inc. a corporation duly organized and existing under the laws of the State of Delaware was duly adopted on March 18, 19 96.

Resolved, that M&M Associates, Inc., organized and existing in the State of Delaware, hereby adopts the name Amspoker Corporation for use in Florida.

Dated: March 18, 1996

Robert D. Amspoker
Signature of at least one director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 09:20

**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. M&M Associates, 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. Delaware
(State or country under the law of which it is incorporated)

3. 39-1397484
(FEI number, if applicable)

4. 1981
(Date of Incorporation)

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

6. 7/1/95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2853 Ringwood Meadow
Sarasota, FL 34235
(Current mailing address)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 8:20

8. Real Estate Management/Finance (No Properties in Florida)
(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: Robert D. Amspoker

Office Address: 2853 Ringwood Meadow

Sarasota, Florida, 34235
(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.

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: Robert D. Amspoker

Address: 2853 Ringwood Meadow Sarasota, FL 34235

Vice Chairman: _____

Address: _____

Director: Doris J. Amspoker

Address: 2853 Ringwood Meadow Sarasota, FL 34235

Director: _____

Address: _____

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

President: Robert D. Amspoker

Address: 2853 Ringwood Meadow

Sarasota, FL 34235

Vice President: Michael R. Amspoker

Address: 90 Shadowwood Ct.

Janesville, WI 53545

Secretary: Doris J. Amspoker

Address: 2853 Ringwood Meadow


Sarasota, FL 34235

Treasurer: Robert D. Amspoker

Address: 2853 Ringwood Meadow

Sarasota, FL 34235

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. Robert D. Amspoker, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 21 AM 8:20

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 "M & M ASSOCIATES, 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-SIXTH DAY OF FEBRUARY, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAR 21 AM 8:20



Edward J. Freel
Edward J. Freel, Secretary of State

0917951 8300
960046570

AUTHENTICATION: 7840468
DATE: 02-26-96