

F96000001895

CUSHING, MORRIS, ARMBRUSTER & JONES

ATTORNEYS AT LAW

210 PEACHTREE CENTER CAIN TOWER

229 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30303

WRITER'S DIRECT DIAL NUMBER

W. HAMPTON MORRIS
CHARLES M. CUSHING, JR.
KEVIN R. ARMBRUSTER
ROY M. JONES
WILLIAM M. ELLAND
SHAWN R. HOLTZCLAW
LARRY C. OLDHAM
NICHOLAS J. COOK

March 25, 1996

TELEPHONE
404 521-2323

TELECOPIERS
404 558-0805
404 522-0607

VIA UNITED PARCEL SERVICE

Mr. Hart Collins
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001773401
-04/09/96--01054--001
****1500.00 ****1500.00

100001758401
-03/26/96--01158--001
*****78.75 *****78.75
100001758401
-03/26/96--01158--002
*****600.00 *****600.00

Re: **SureCo, Inc.;**
Expedited Filing of Application to Transact Business in Florida and Request for
Waiver of Civil Penalties

Dear Mr. Collins:

This letter and the enclosed information and documents are being forwarded to your attention pursuant to my telephone conversation with you concerning the above on March 4, 1996. We certainly appreciate you taking the time to assist us with this matter.

Enclosed you will find the following:

1. SureCo, Inc.'s Application by Foreign Corporation for Authorization to Transact Business in Florida, with attached Certificate of Existence/Good Standing from the State of Georgia;
2. A check in the amount of \$78.75 to cover the application filing fee plus the fee for the a Certificate of Status, which is requested by this letter;
3. A check in the amount of \$600.00 for payment of the annual report filing fees for the years 1993, 1994 and 1995; and
4. Copies of SureCo, Inc.'s Federal Tax Form 1120 for the tax years 1990 through 1994, and copies of the tax returns filed with the State of Florida for the tax years ending September 30, 1994 and 1995 (Southern Resources, Inc. is the parent company of SureCo, Inc., and no state tax filings were required prior to the tax year ending September 30, 1994).

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

WHL-6499

CUSHING, MORRIS, ARMBRUSTER & JONES

Mr. Hart Collins
March 25, 1996
Page 2

(Please note that we have been informed by your office that the corporate name SureCo, Inc. is not available; therefore, SureCo, Inc. will be registering to do business under the following fictitious name: "SRI d/b/a SureCo, Inc.".)

REQUEST FOR WAIVER OF CIVIL PENALTIES

As indicated on the enclosed Application, SureCo, Inc. (the "Company") first transacted business in the State of Florida in 1993. It is for this reason the \$600.00 payment for annual report filing fees has been enclosed. By this letter, the Company would also like to request that it receive the waiver of any and all civil penalties which might be imposed pursuant to Fla. Stat. §607.1502; this request is being made for the following reasons:

(i) **Inadvertent Oversight.** The failure by the Company to register in 1993 to transact business in the State of Florida was not done intentionally or willfully, but was, rather, simply an oversight. The Company has been incorporated in the State of Georgia since 1986; however, the Company did not begin transacting business in the State of Florida until 1993. During the early part of 1993, the Company had intended to acquire certain assets of a Florida business, and the Company intended to register as a foreign corporation concurrently with the closing of the transaction. The transaction did not close as intended. However, the Company did open a sales office in Florida in lieu of the transaction. When the sales office was opened, the Company inadvertently overlooked the qualification process, and the officers of the Company were not aware of the fact that any required filings were not accomplished.

(ii) **Voluntarily Filing.** The Company only discovered its oversight within the last thirty (30) days. As soon as the Company became aware of this oversight, our firm contacted your office in order to determine what steps should be taken to correct this oversight and to ensure that all filings were properly made in the State of Florida.

(iii) **All Other State Of Florida Filings Have Been Made.** The Company has properly filed all other required filings of which it is aware in the State of Florida, including the enclosed State of Florida tax returns, and other required filings with, for example, the Florida Department of Labor. Again, the Company has not intentionally or willfully attempted to be derelict in any of its duties with the State of Florida, and has in fact complied with all other known requirements of Florida law in its business dealings within the State.

(iv) **Income to the State.** The Company would also note that it is making a substantial contribution to the income and economy of the State of Florida. The operations within the state employ numerous Florida residents, are responsible for the purchase of goods and services within the state, and provide income and other benefits to the state in the form of fees, taxes and other benefits. The Company would request that it not be penalized for an

CUSHING, MORRIS, ARMBRUSTER & JONES

Mr. Hart Collins

March 25, 1996

Page 3

inadvertent oversight when other contributions to the state are being made.

Consequently, the Company would request that, for the above reasons, any civil penalties that might otherwise be imposed pursuant to Fla. Stat. §607.1502 be waived/abated by your office. If a complete waiver/abatement cannot be granted, particularly due to the unintentional and non-willful nature of this oversight, the Company would request that any civil penalties required be imposed at the minimum statutory amount.

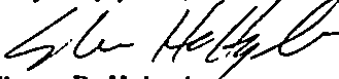
Again, Mr. Collins, we appreciate your assistance with this matter, and I would be glad to provide any additional information or documents which your office may require; I can be contacted at the above number or address at any time.

Also, as I mentioned during our phone conversation, the Company is currently engaged in a business transaction which requires that a Certificate of Existence/Good Standing be received from the State of Florida as soon as possible. Consequently, expedited treatment of this filing and request would be greatly appreciated.

Thank you for your time and assistance with this matter.

With best regards.

Very truly yours,


Shawn R. Holtzclaw

SRH/mdh

Enclosures

cc: SureCo, Inc.

W. Hampton Morris, Esq.

Marc

RECEIVED

MAR 27 1996

MEMORANDUM

TO: Marc Dunbar

FROM: Hart Collins

DATE: March 26, 1996

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

RE: Request for waiver of civil penalties due by SureCo, Inc.,
a Georgia corporation

Marc, I am forwarding the file for the above referenced foreign corporation which is requesting that the DOS waive \$3000 in maximum civil penalties for transacting business in Florida without authority since 1993. Said corporation has paid all annual report fees and has provided the appropriate tax returns.

Please contact me if you have any questions.

Thanks, Hart

NO, call atty. that wrote us
\$ tell him we'll take
start. min.
\$ 1500
if they'll send it next week.
Thanks!
[Signature]

CUSHING, MORRIS, ARMBRUSTER & JONES

ATTORNEYS AT LAW

2110 PEACHTREE CENTER CAIN TOWER

220 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30303

WRITER'S DIRECT DIAL NUMBER:

W. HAMPTON MORRIS
CHARLES M. CUSHING, JR.
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LARRY C. OLDHAM
NICHOLAS J. COOK

TELEPHONE
404 521-2323

TELECOPIERS
404 558-9665
404 522-0607

April 5, 1996

RECEIVED

APR 8 1996

DEPARTMENT OF STATE
OFFICE OF THE SECRETARY

Man

VIA FEDERAL EXPRESS

Marc Dunbar, Esq.
Department of State of Florida
LL10
The Capitol
Tallahassee, Florida 32399-0250

Re: SureCo, Inc. (the "Company"); Application to Transact Business in Florida

Dear Mr. Dunbar:

On March 25, 1996, SureCo, Inc. presented to the Division of Corporations, Mr. Hart Collins, the Company's request for filing of its Application by Foreign Corporation for Authorization to Transact Business in Florida, along with the Company's request for waiver of any civil penalties pursuant to Fla. Stat. §607.1502. Pursuant to my prior conversations with Ms. Sherry Dudley of your office, the Company was informed that your office would impose only the minimum statutory amount of civil penalties, such amount being \$1,500. The Company was informed that, upon payment of \$1,500, your office would close its file, and that no further penalties, charges or other amounts would be outstanding against the Company. The Company was also informed that, upon your office closing its file, the Company's Application would be transferred to the Division of Corporations and Mr. Collins for further processing.

As I indicated to Ms. Dudley, the Company accepts the offer from your office, and I have enclosed with this letter a check in the amount of \$1,500 for payment of any and all penalties against the Company.

Please let me know if you require additional information; otherwise, I will begin dealing directly with Mr. Collins in order to finalize the Company's registration.

We would appreciate your office expediting this request, and we appreciate your time and assistance with this matter.

Very truly yours,

Shawn R. Holtzclaw

Shawn R. Holtzclaw

SRH/dlp

Enclosure

cc: Mr. Hart Collins

SureCo, Inc.

W. Hampton Morris, Esq.



Department of State
Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: April 8, 1996

RE: SureCo, 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 (assessed at the statutory minimum amount of \$500 per year) and all outstanding fees and now wishes to be qualified to do business in this state.

MWD/mwd



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1996

SHAWN R. HOLTZCLAW
CUSHING, MORRIS, ET AL.
229 PEACHTREE ST NE, SUITE 2110
ATLANTA, GA 30303

SUBJECT: SURECO, INC.
Ref. Number: W96000006499

We have received your document for SURECO, INC. and your check(s) totaling \$678.75. However, the document has not been filed and is being retained in this office for the following:

I have received your application, annual report fees, tax returns and request for waiver of civil penalties. I am forwarding the file to the Department's General Counsel for consideration of waiver.

As the corporate name is not available for use in this state, the corporation must complete and submit a resolution by the board of directors (enclosed) adopting an alternate name for use in this state. Please be aware that the corporate name adopted for use in Florida must contain a corporate suffix. Also, the name SRI is not available for use. Please contact me regarding the availability of a particular corporate name that is adopted by said corporation prior to submitting the resolution.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 896A00013789

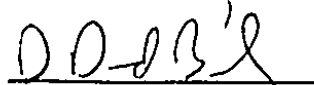
UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
SURECO, INC.

The undersigned, being all of the directors of SureCo, Inc., a corporation duly organized and existing under the laws of the State of Georgia (the "Corporation"), by signing hereunder hereby adopt the following resolution, which reflects actions taken at a special meeting of the Board of Directors:

RESOLVED, that the Corporation, organized and existing in the State of Georgia, hereby adopts the name "SureCo, Inc. d/b/a SRI/SureCo, Inc." for use in the State of Florida.

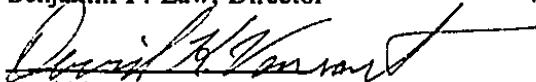
The undersigned further waive any and all notice or other requirements under Georgia law regarding meetings of the Board of Directors.

Consented to as of the 28th day of March, 1996.


D. David Bailey, Director


William J. DeMare, Director


Benjamin F. Law, Director


David K. Vansant, Director

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DIVISION OF CORPORATIONS
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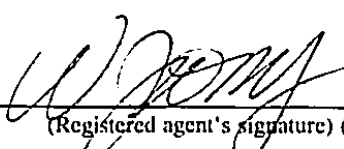
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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. SureCo, 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. Georgia
(State or county under the law of which it is incorporated)
3. 58-1699521
(FEI number, if applicable)
4. August 5, 1986
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 310 Highway 341 South
Et. Valley, Georgia 31030
(Current mailing address)
8. For all lawful purposes
(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: William J. DeMare

Office Address: 10012 N. Dale Mabry, Suite 221
Tampa, Florida, 33618
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)

William J. DeMare, President and Chief Operating Officer
(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS
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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:

A. DIRECTORS

Chairman: David K. Vansant
Address: 310 Highway 341 South
Ft. Valley, Georgia 31030

Vice Chairman: William J. DeMare
Address: 10012 N. Dale Mabry, Suite 221
Tampa, Florida 33618

Director: Benjamin E. Law
Address: 310 Highway 341 South
Ft. Valley, Georgia 31030

Director: D. David Bailey
Address: 10012 N. Dale Mabry, Suite 221
Tampa, Florida 33618

B. OFFICERS

President: William J. DeMare
Address: 10012 N. Dale Mabry, Suite 221
Tampa, Florida 33618

Vice President: Benjamin E. Law
Address: 310 Highway 341 South
Ft. Valley, Georgia 31030

Vice President: D. David Bailey
Address: 10012 N. Dale Mabry, Suite 221
Tampa, Florida 33618

Secretary: D. David Bailey
Address: 10012 N. Dale Mabry, Suite 221
Tampa, Florida 33618

Treasurer: Benjamin E. Law
Address: 310 Highway 341 South
Ft. Valley, Georgia 31030

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. William J. DeMare, President and Chief Operating Officer
(Typed or printed name and capacity of person signing application)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960580891
CONTROL NUMBER : 8611593
DATE INC/AUTH/FILED: 08/05/1986
JURISDICTION : GEORGIA
PRINT DATE : 02/27/1996
FORM NUMBER : 211

CUSHING, MORRIS, ET.AL.
SHAWN HOLTZCLAW
229 PEACHTREE STREET, NE, STE 2110
ATLANTA GA 30303

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DIVISION OF CORPORATIONS
96 APR 16 PM 1:40

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify the seal of my office that

SURECO, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE