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REPLY TO:
P.O. BOX 880887
JACKSONVILLE, FL 32288-0887

May 6, 1996

Attention: Hart Collins
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

900001824539
-05/16/96--01054--008
*****70.00 *****70.00

Re: Application for Certificate of Authority
Ferrell Holdings, Inc., a Delaware corporation

Dear Mr. Collins:

Enclosed herewith is the Application for Certificate of Authority for the above referenced corporation. Also enclosed is our check in the amount of \$70.00 to cover the following filing fees:

| | |
|----------------------|----------|
| Filing fee | \$ 35.00 |
| Registered Agent fee | 35.00 |
| Total | \$ 70.00 |

For your reference, we have also enclosed a copy of the Articles of Merger between the Florida corporation Ferrell Holdings, Inc. and the Delaware corporation, Specialized Technologies, Inc. Specialized Technologies, Inc. was the surviving corporation which simultaneously changed its name to Ferrell Holdings, Inc., pursuant to the Amended and Restated Certificate of Incorporation, a copy of which is also enclosed.

If you have any questions regarding this matter, please do not hesitate to call me.

Very truly yours,

WALKER & KOEGLER, P.A.



Steven C. Koegler
pa
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 10 PM 12:20
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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. FERRELL HOLDINGS, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. 3/12/96 4. Perpetual
(Date of Incorporation) (Duration)
5. Applied for
(Federal Employer Identification number, if applicable)
6. 4/26/96
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida 32256
(Current mailing address)
8. Purchase, own, invest in, sell, and transfer stock and securities of other corporations
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: R. Ernest Ferrell, Jr.

Address: 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida 32256

Vice Chairman: NA

Address: _____

Director: Steven C. Koegler

Address: 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida 32256

Director: NA

Address: _____

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DIVISION OF CORPORATIONS
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9. Officers:

President: R. Ernest Ferrell, Jr.

Address: 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida
32256

Vice President: NA

Address: _____

Secretary: Steven C. Koegler

Address: 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida
32256

Treasurer: Steven C. Koegler

Address: 10151 Deerwood Park Blvd., Building 100, Suite 200, Jacksonville, Florida
32256

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Steven C. Koegler

Office Address: 10151 Deerwood Park Blvd., Building 100, Suite 200
Jacksonville, Florida 32256
Zip Code

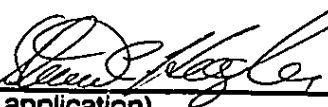
11. Registered agent's acceptance:

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: 

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Steven C. Koegler, Secretary-Treasurer 

(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 "FERRELL HOLDINGS, 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 THIRD DAY OF MAY, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 10 PM 12:20



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION. 7932908
DATE: 05-03-96