

FILED 9606002723

THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

May 14, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: WGR Associates Inc.
9604162613524

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 30 AM 8:45
mtr

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for WGR Associates Inc.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

600001853396
-06/06/96--01030--020
*****70.00 *****70.00

Sincerely,


Christine Jeandell
Corporate Service Representative

enc.

**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. WGB 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. Danmark 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/16/96 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5766 WHITE ACRES LN
PORT CHARLOTTE FL 32127
(Current mailing address)

8. COMPUTER SOFTWARE CONSULTING
(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: Larry Wolfe

Office Address: 200-A John Knox Road

Tallahassee, Florida, 32303-6643
(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.

see attached
(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.

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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: WILLIAM G. ROONEY JR

Address: 5766 WHITE ACRES LN

PORT ORANGE FL 32127

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: WILLIAM G. ROONEY JR

Address: 5766 WHITE ACRES LN

PORT ORANGE FL 32127

Vice President: _____

Address: _____

Secretary: BARBARA E. ROONEY

Address: 5766 WHITE ACRES LN

PORT ORANGE FL 32127

Treasurer: _____

Address: _____

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

13. William G. Rooney
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William G. Rooney Jr. President
(Typed or printed name and capacity of person signing application)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this WGR Associates Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Port Orange, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Larry Wolfe

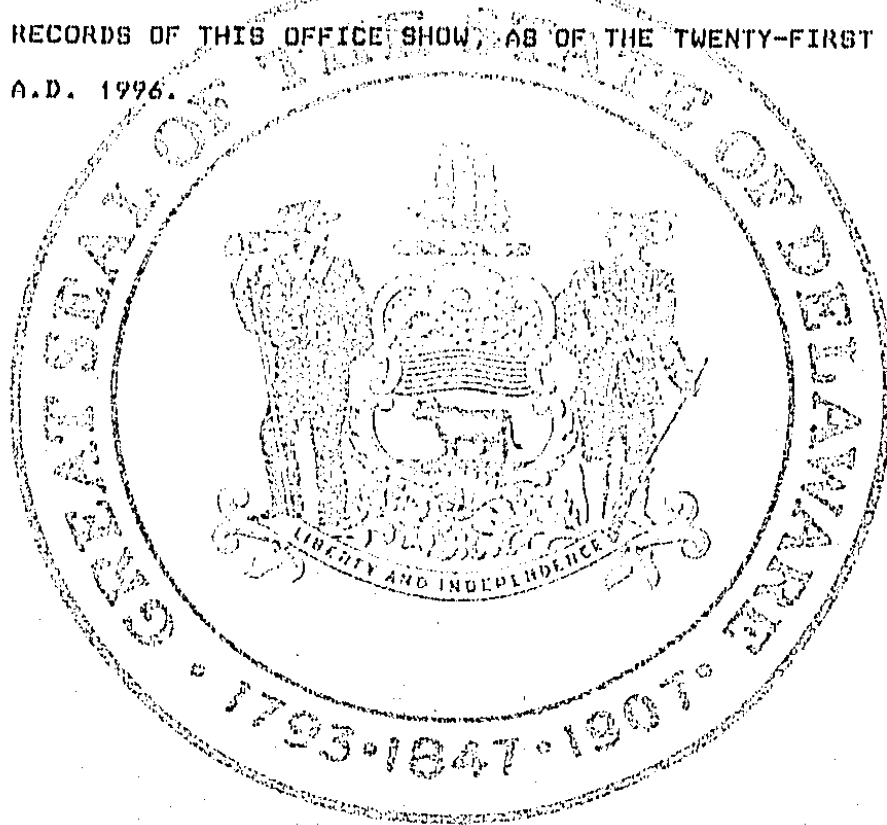
May 14, 1996
Date

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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 "WGR 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-FIRST DAY OF MAY, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 30 AM 8:45



Edward J. Freel

Edward J. Freel, Secretary of State

2613524 8300

960146002

AUTHENTICATION:

DATE:

7953167

05-21-96