

F96000002727

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PROFESSIONAL REAL ESTATE PARTNERS 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:

100001845241
-05/31/96--01011--006
*****78.75 *****78.75

RICK A. PHILLIPS
(Name of Person)

CENTURY 21 PROFESSIONAL PARTNERS
(Firm/Company)

P.O. Box 4269
(Address)

GULF SHORES, FL 36547
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 30 AM 9:05

mtm

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

MARIE BASS at (334) 948-4444
(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

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. PROFESSIONAL REAL ESTATE PARTNERS 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. ALABAMA
(State or country under the law of which it is incorporated)

3. 63-1115208
(FBI number, if applicable)

4. 4/10/94
(Date of Incorporation)

5. PERPETUAL
(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. _____

P.O. Box 4269, Gulf Shores, AL 36547
(Current mailing address)

8. REAL ESTATE
(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: EVERETT MARSHALL GARRETT

Office Address: 13525 CANAL DRIVE

PENSACOLA, Florida, 32507
(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.

Everett Marshall Garrett
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 30 AM 9:09

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: RICK A. PHILLIPS
Address: 437 WEDGE WOOD DR., GULF SHORES, AL 36542
Vice Chairman: SAME (RICK A. PHILLIPS)
Address: _____


Director: SAME (RICK A. PHILLIPS)
Address: _____

Director: SAME (RICK A. PHILLIPS)
Address: _____

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

President: RICK A. PHILLIPS
Address: 437 WEDGE WOOD DR., GULF SHORES, AL 36542
Vice President: FLORIDA OPERATIONS - EVERETT MARSHALL GARRETT
Address: 13525 CANAL DRIVE
PENSACOLA, FL 32507
Secretary: RICK A. PHILLIPS
Address: 437 WEDGE WOOD DR.
GULF SHORES, AL 36542
Treasurer: RICK A. PHILLIPS
Address: 437 WEDGE WOOD DR., GULF SHORES, AL 36542

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. RICK A. PHILLIPS - CHAIRMAN/PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 30 AM 9:09

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Professional Real Estate Partners, Inc. incorporated in Baldwin County, Gulf Shores, Alabama on April 11, 1994. I further certify that the records do not disclose that said Professional Real Estate Partners, Inc. has been dissolved.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 30 AM 9:09

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 15, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State