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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

900001848829
-06/04/95--01097--002
***3361.25 ***3361.25

SUBJECT: CWD Management Services, 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:

Dennis Frentz
(Name of Person)
Frentz, Dyer & Associates (PC)
(Firm/Company)
P.O. Box 1817
(Address)
Covington, LA 70434
(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -4 AM 10:56

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

Dennis Frentz at (504) 892-8776
(Name of Person) Area Code & Daytime Telephone Number

W95-13548

p298

COURIER ADDRESS:

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

MAILING ADDRESS:

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

FRENTZ, DYER & ASSOCIATES

(A PROFESSIONAL CORPORATION)
CERTIFIED PUBLIC ACCOUNTANTS
P.O. Box 1817
Covington, Louisiana 70434

Donna K. Frentz, CPA
Mark C. Dyer, CPA

Wendy K. Barrell, CPA
James G. Boni, CPA
Jaime Kentzel Gement, CPA

May 30, 1996

(504) 892-8770 • Covington
(504) 892-0052 • FAX
(504) 522-1702 • N.O.

(504) 640-5205 • Slidell
(504) 640-5307 • FAX

CONFIDENTIAL

Mr. Doug Dickinson
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: CWD Management Services, Inc.
Ref. Number: W95000013548

Dear Mr. Dickinson:

Pursuant to our recent telephone conversation, enclosed herewith is a copy of a Certificate of Incorporation for the above named company. Also enclosed herewith is a check made payable to the Florida Department of State in the amount of \$3,361.25 pursuant to our recent telephone conversation.

According to our communications, this should bring matters to a close regarding the above named corporation and its foreign corporation application.

Should you need any further information, please advise.

Very truly yours,


Dennis K. Frentz

DKF/rh

Enclosures

FRENTZ, DYER & ASSOCIATES

(A PROFESSIONAL CORPORATION)
CERTIFIED PUBLIC ACCOUNTANTS
P.O. Box 1817
Covington, Louisiana 70434

Dennis K. Frontz, CPA
Mark C. Dyer, CPA

Wendy K. Barrott, CPA
James G. Boni, CPA
Janina Kentzel Gement, CPA

May 7, 1996

(504) 802-8776 • Covington
(504) 802-0952 • FAX
(504) 522-1702 • N.O.

(504) 649-5285 • Slidell
(504) 649-5307 • FAX

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Mr. Marc W. Dunbar
Assistant General Counsel
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: CWD Management Services, Inc.
Ref. Number: W95000013548

Gentlemen:

This letter is in response to your April 24, 1996 letter, a copy of which is attached hereto, regarding the above named corporation.

Upon detailed review of the Application by Foreign Corporation for Authorization to Transact Business in Florida, we noted that the application had originally been prepared indicating that the date the corporation began doing business in Florida was June 26, 1989. In reviewing various corporate records, the corporation did not actually begin transacting business in Florida until January 1, 1990. During 1989, the company was in the process of winding down its operations in Louisiana and gearing up to begin management services for businesses which had been acquired in Florida.

Please accept this letter as an affidavit to correct information previously submitted in the original application. Pursuant to your letter, you indicated that upon review of same that a reassessment would take place and a recalculation of penalties and interest would be performed.

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DIVISION OF CORPORATIONS
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Mr. Marc W. Dunbar
Assistant General Counsel
May 7, 1996
Page Two

We will await your response relative to the above.

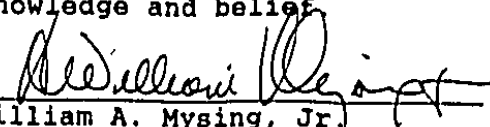
Very truly yours,


Dennis K. Frentz

DKF/rh

Enclosure

The above information is true and correct to the best of my
knowledge and belief.


William A. Mysing, Jr.
Notary Public

May 7, 1996
Date

My Commission is for life.

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1996

DENNIS FRENTZ
FRENTZ, DYER & ASSOCIATES(PC)
PO BOX 1817
COVINGTON, LA 70434

SUBJECT: CWD MANAGEMENT SERVICES, INC.
Ref. Number: W95000013548

CERTIFIED MAIL #P 348 066 906 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of CWD MANAGEMENT SERVICES, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by CWD MANAGEMENT SERVICES, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$3826.25 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Marc W. Dunbar, Assistant General Counsel

Enclosures Letter No. 396A00019295

FRENTZ, DYER & ASSOCIATES

(A PROFESSIONAL CORPORATION)
CERTIFIED PUBLIC ACCOUNTANTS
P.O. Box 1817
Covington, Louisiana 70434

Dennis K. Frentz, CPA
Mark C. Dyer, CPA

Wendy K. Barrott, CPA
James G. Beal, CPA
Julio Konizel Gement, CPA

December 28, 1995

(504) 802-8770 • Covington
(504) 802-0952 • FAX
(504) 522-1702 • N.O.

(504) 649-5265 • Slidell
(504) 640-5307 • FAX

Mr. Doug Dickinson
Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: CWD Management Services, Inc.,
Ref. Number W95000013548

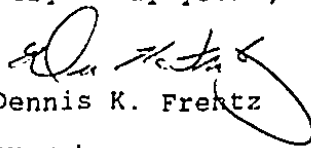
Dear Mr. Dickinson:

We apologize for not responding to your letters referencing the above named corporation that you previously sent. I have been out of the office a fair amount of time during the past several months and thought that someone had handled this matter.

I am currently in the process of having all of the old corporate files for the above referenced corporation pulled in order that we can determine exactly when they started to do business in Florida. These records are maintained by our firm off site and hopefully, we should have them in our office within the next two weeks. Upon receipt of same, I will be able to thoroughly review the files and determine the date the corporation began doing business in Florida. Accordingly, I request an extension of time until January 31, 1996 to respond to your inquiries.

Should we not hear from you, we will assume that we have been granted the extension of time to respond to you. If the above presents a problem, please advise.

Very truly yours,


Dennis K. Frentz

DKF/rh



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 27, 1995

DENNIS FRENTZ
FRENTZ, DYER & ASSOCIATES(PC)
PO BOX 1817
COVINGTON, LA 70434

SUBJECT: CWD MANAGEMENT SERVICES, INC.
Ref. Number: W95000013548

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for CWD MANAGEMENT SERVICES, INC..

The referenced application states that the corporation has transacted business in the State of Florida since June 26, 1989. You were notified by letter dated July 5, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$3826.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Doug Dickinson
Document Specialist Letter No. 795A00051729

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 5, 1995

**DENNIS FRENTZ
FRENTZ, DYER & ASSOCIATES(PC)
PO BOX 1817
COVINGTON, LA 70434**

**SUBJECT: CWD MANAGEMENT SERVICES, INC.
Ref. Number: W95000013548**

We have received your document for CWD MANAGEMENT SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, requires this office to collect a \$500 penalty fee 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 \$3826.25.

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.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 795A00032590

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

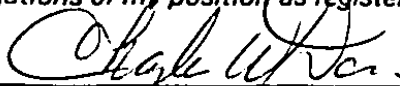
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. CWD Management Services, 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. Louisiana
(State or country under the law of which it is incorporated)
3. 72-1135005
(FEI number, if applicable)
4. October 1, 1988
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 26, 1989
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. Suite ⁵⁰¹ ~~100~~ 151 Mary Esther Cutoff
Mary Esther, Florida 32569
(Current mailing address)
8. Management Services
(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: Charles W. Davis
Office Address: Suite ⁵⁰¹ ~~100~~ 151 Mary Esther Cutoff
Mary Esther, Florida, 32569
(Zip Code)

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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: Charles W Davis

Address: Ste ⁵⁰⁷ 151 Mary Esther Cutoff
Mary Esther, Florida 32569

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Charles W. Davis

Address: Ste ⁵⁰⁷ 151 Mary Esther Cutoff
Mary Esther, Florida 32569

Vice President: same

Address: _____

Secretary: same

Address: _____

Treasurer: same

Address: _____

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

13. Charles W Davis
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA
State of Louisiana

Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the Articles of Incorporation of

CWD MANAGEMENT SERVICES, INC.

Domiciled at Covington, Louisiana,

Were filed in this Office and a Certificate of Incorporation
was issued on October 1, 1988,

I further certify that no Certificate of Dissolution has
been issued.

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DIVISION OF CORPORATIONS
96 JUN -4 AM 10:57

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

May 20, 1996

Jox McKeithen

CGR

Secretary of State

