

F9600000002779

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Dover Partners, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

1096-11451

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:

Carolyn Uecker
(Name of Person)
780001843257
-05/29/96--01132--014
*****70.00 *****70.00

Dover Partners, Inc.
(Firm/Company)

3033 S. Kettering Blvd. Suite#320
(Address)

Dayton, Ohio 45439
(City/State/Zip)

pg. 403
JL
6/4

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

Carolyn Uecker at (513) 299-4100
(Name of Person) (Area Code & Daytime Telephone Number)

96 MAY 31 PM 2:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 30, 1996

CAROLYN UECKER
DOVER PARTNERS, INC.
3033 S. KETTERING BLVD., #320
DAYTON, OH 45439

SUBJECT: DOVER PARTNERS, INC.
Ref. Number: W96000011451

We have received your document for DOVER PARTNERS, 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 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 \$3600.00.

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) 487-6093.


Freta Lott
Corporate Specialist Supervisor

Letter Number: 896A00027057

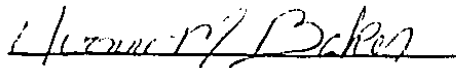
AFFIDAVIT

This is to certify that the date give in Item 6 of our original "Application by Foreign Corporation for Authorization to Transact Business in Florida" was erroneous, given the definition of "transacting business." Our process falls under one of the activities which **do not** constitute transacting business: "Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts" [Florida Statute Section 607.1501, para (2) (f)].

Item 6 should read, "To be determined in the future," because we have yet to establish a Florida branch office.


ANDREA J. PENDERGRAFT, CFA
Senior Vice President

Sworn before me this third day of June, 1996,
in the County of Montgomery, State of Ohio



My commission expires YVONNE M. BAKER, Notary Public
in and for the State of Ohio
My Commission Expires Sept. 30, 1996

FILED
96 MAY 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Dover 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. Ohio
(State or country under the law of which it is incorporated)
3. _____
(FBI number, if applicable)
4. October 4, 1989
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September, 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3033 S. Kettering Blvd. Suite# 320
Dayton, Ohio 45439
(Current mailing address)
8. Investment Management
(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 acceptable)**
Name: RICHARD A. CAMPBELL, CFA
Office Address: 3781 Winkler Avenue, #436
Ft. Myers, Florida, 33912
(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.

Richard A. Campbell
(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
96 MAY 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Jackson A. Newell

Address: Dover Partners, Inc. 3033 S. Kettering Blvd #320 Dayton OH 45439

Home: 1465 Constance Avenue, Dayton, OH 45409

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard A. Campbell, CFA

Address: 3781 Winkler Avenue, #436

Ft Myers, Florida 33912

Vice President: Andrea J. Pendergraft, CFA

Address: Dover Partners, Inc. 3033 S. Kettering Blvd #320 Dayton, OH 45439

Home: 1596 Oakland Avenue, Kettering OH 45409

Secretary: Mary Jane B. Whalen

Address: 3444 Ridgeway Road

Dayton, OH 45429

Treasurer: Herbert E. Whalen, Jr.

Address: 3444 Ridgeway Road

Dayton, OH 45439

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. ANDREA J. PENDERGRAFT, CFA Senior Vice President

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

96 MAY 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

*Note: This is
the original docu-
ment we received
from Columbus.
Z*

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show DOVER PARTNERS, INC., an Ohio corporation, Charter No. 758330, principal location in Dayton, County of Montgomery, incorporated on October 5, 1989, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio this
22nd day of May, A.D., 1996

Bob Taft

Bob Taft
Secretary of State

FILED
96 MAY 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOVER

PARTNERS, INC.

F96000002779

June 26, 1996

Freta Lott
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Lott:

Reference your letter of June 4, our Federal Employer
Identification number is 31-1281984. Please add this
number to our file. Thank you.

Sincerely,

DOVER PARTNERS, INC.



CAROLYN O. UECKER
DIRECTOR OF CLIENT SERVICES