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ACCOUNT NO. : 072100000032

REFERENCE : 982965 4326126

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 11, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 982965

CUSTOMER NO: 4326126

CUSTOMER: Becca Kennedy, Legal Assistant
Abel Band Russell
P.O. Box 49948

Sarasota, FL 34230

700001858307
-06/11/96--01106--025
****122.50 ****122.50

FOREIGN FILINGS

NAME: PRIORITY ONE AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

RECEIVED
96 JUN 11 13:11:13
DIVISION OF CORPORATIONS
96 JUN 11 PM 12:25
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. Priority One America, 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. Delaware 3. 68-0317050
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-29-93 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1749 Northgate Blvd.
Sarasota, FL 34234
(Current mailing address)

8. Any lawful activity for which corporations may be organized
(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:**

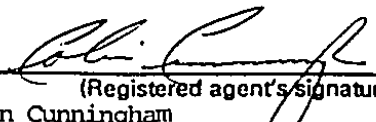
Name: Colin Cunningham

Office Address: 1749 Northgate Blvd.

Sarasota, Florida, 34234
(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.


(Registered agent's signature)
Colin Cunningham

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Colin Cunningham

Address: 1749 Northgate Blvd.

Sarasota, FL 34234

Director: _____

Address: _____

B. OFFICERS

President: Colin Cunningham

Address: 1749 Northgate Blvd.

Sarasota, FL 34234

Vice President: _____

Address: _____

Secretary: Colin Cunningham

Address: 1749 Northgate Blvd.

Sarasota, FL 34234

Treasurer: Colin Cunningham

Address: 1749 Northgate Blvd.

Sarasota, FL 34234

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

13.

Colin Cunningham
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

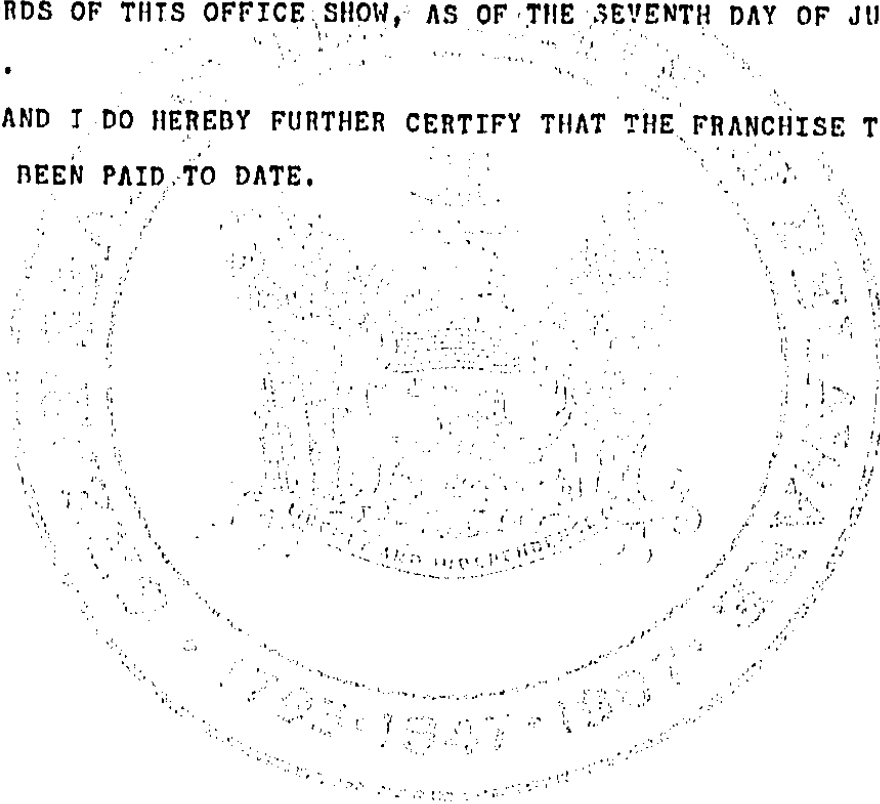
Colin Cunningham, President
(Typed or printed name and capacity of person signing application)

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 "PRIORITY ONE AMERICA, 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 SEVENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 11 PM 12:25



Edward J. Freel

Edward J. Freel, Secretary of State

2361361 8300

960166566

AUTHENTICATION: 7977729

DATE: 06-07-96