

F9600000⁷⁸²²32321
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WEMCO, 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:

000001867270
-06/19/96--01082--001
*****78.75 *****78.75

WARREN E. MERRILL
(Name of Person)

Wemco, Inc.
(Firm/Company)

W96-13017

381 Pablo Point Dr.
(Address)

Jacksonville FL 32225
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 AM 10:07

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

WARREN E. MERRILL at (904) 221-9710
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1996

**WARREN E. MERRILL
WEMCO INC.
381 PABLO POINT DR
JACKSONVILLE, FL 32225**

**SUBJECT: WEMCO INC.
Ref. Number: W96000013017**

We have received your document for WEMCO INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 096A00030403

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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I, the undersigned WARREN E. MERRILL, do hereby certify
(Name)

that this Resolution of the Board of Directors of Wemco, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on November 7th, 1994.

Be it resolved, that Wemco, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Wemco, Inc. of Delaware for use in Florida.

Dated: June 21, 1996

Warren E. Merrill
Signature of either Chairman, Vice Chairman or any officer

WARREN E. MERRILL
Type or print name

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. WARR WEMCO Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or word 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
(State or country under the law of which it is incorporated)
3. 59-3280457
(FBI number, if applicable)
4. Nov. 9th 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1-1-96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))

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7. 381 Pablo Point Dr. Jacksonville FL 32225
(Current mailing address)

8. "To engage in any legal venture"
(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: WARREN E. MERRILL

Office Address: 381 Pablo Point Dr.
Jacksonville FL, Florida, 32225
(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.

Warren E. Merrill
(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: WARREN E. MERRILL

Address: 381 Pablo Point Dr. JAX FL 32225

Vice Chairman: _____

Address: _____

Director: WARREN E. MERRILL

Address: _____

Director: _____

Address: _____

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

President: WARREN E. MERRILL

Address: 381 Pablo Point Dr.
Jacksonville FL

Vice President: WARREN E. MERRILL

Address: SAME AS ABOVE

Secretary: WARREN E. MERRILL

Address: SAME AS ABOVE

Treasurer: WARREN E. MERRILL

Address: SAME AS ABOVE

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

13. WARREN E. MERRILL
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WARREN E. MERRILL - President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEMCO 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 THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MARCH, A.D.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7872385

DATE: 03-19-96