

F96000003375

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

400001874604
-06/25/96--01068--002
*****78.75 *****78.75

SUBJECT: NET WORKS, Incorporated
(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:

Nola E. Theiss
(Name of Person)

W96-13565

NET WORKS, Incorporated
(Firm/Company)

6888 Mink Hollow Rd
(Address)

Highland, Maryland 20777
(City/State/Zip)

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

Nola E. Theiss at (301) 854-3020
(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 26, 1996

**NOLA E. THEISS
NET WORKS, INCORPORATED
6888 MINK HOLLOW RD
HIGHLAND, MD 20777**

SUBJECT: NET WORKS, INCORPORATED
Ref. Number: W96000013565

We have received your document for **NET WORKS, INCORPORATED** 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: 596A00031672

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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I, the undersigned NOLA E. THEISS, do hereby certify
(Name)

that this Resolution of the Board of Directors of NET WORKS, INC.
(Corporate Name)

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

was duly adopted on June 29, 19 96.

Be it resolved, that NET WORKS, INC.
(Corporate Name)

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

NETWORKS/COTTONTALE INC. for use in Florida.

Dated: 6-29-96

Nola E. Theiss
Signature of either Chairman, Vice Chairman or any officer

NOLA E. THEISS
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. NET WORKS, Incorporated
(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. Maryland
(State or country under the law of which it is incorporated)
3. 52-1219626
(FEI number, if applicable)
4. April 21, 1981
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist "perpetual")
6. August 15, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6888 Mink Hollow Road
Highland, Maryland 20777
(Current mailing address)
8. Knitting yarn distribution and consulting
(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: Harold L. Theiss
Office Address: 1356 Tahiti Drive
Sanibel, Florida, 33957
(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.

Harold L. Theiss
(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Nola E. Theiss

Address: 6888 Mink Hollow Rd

Highland, Maryland 20777

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Harold L. Theiss

Address: 1356 Tahiti Drive

Saribel, FL 33957

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

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

14. Nola E. Theiss President
(Typed or printed name and capacity of person signing application)

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STATE OF MARYLAND

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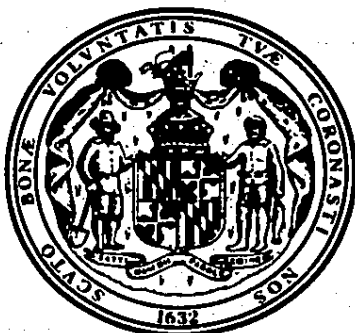
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT NET WORKS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 18TH DAY OF JUNE, 1996.

Jacqueline C James
JACQUELINE C JAMES
OFFICE SUPERVISOR I