

F96000003529

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July 10, 1996

VIA FEDERAL EXPRESS
Secretary of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400001830814
-07/11/96--01042--001
*****210.00 *****70.00

Re: JRS AND ASSOCIATES, INC.
KBM AND ASSOCIATES, INC.
MEG OF KALAMAZOO, INC.

Dear Sir/Madam:

Enclosed for filing are the Applications by Foreign Corporation for Authorization to Transact Business in Florida, the required Certificates of Existence and a check in the amount of \$210.00 to register the above referenced foreign corporations to transact business in Florida.

Please direct the letter of acknowledgment and any questions to the undersigned.

Sincerely,
RAYMOND & RAYMOND, P.
Keray J. Draetta
Keray J. Draetta
Corporate Paralegal

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. MEG of Kalamazoo, 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. MI
(State or country under the law of which it is incorporated)
3. 38-2890546
(FBI number, if applicable)
4. September 29, 1989
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 819 Cheney Highway
Titusville, FL 32780
(Current mailing address)
8. fast food sales (McDonald's restaurant)
(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 acceptable)
Name: Robert A. Straub
Office Address: 819 Cheney Highway
Titusville, Florida, 32780
(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.

Robert A. Straub
(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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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: Robert A. Straub

Address: 819 Cheney Highway
Titusville, FL 32780

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert A. Straub

Address: 819 Cheney Highway
Titusville, FL 32780

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

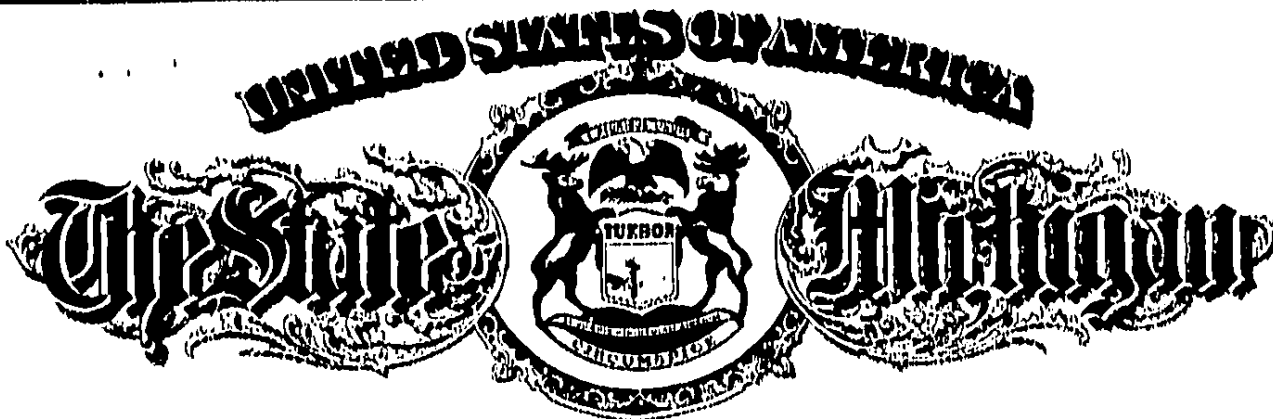
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X Robert A. Straub
(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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This is to Certify That

MEG OF KALAMAZOO, INC.

was validly incorporated on September 29, 1989, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 17th day of April, 1996.

Carl L. Lora, Director
Corporation & Securities Bureau

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**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

MEG OF KALAMAZOO, INC., a Michigan corporation, F96000003529
KBM, INC., a Michigan corporation not qualified in Florida
JRS, INC., a Michigan corporation not qualified in Florida

INTO

MEG GROUP, INC., a Florida corporation, P96000032192.

File date: December 31, 1996, effective January 1, 1997
Corporate Specialist: Steven Harris