

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. G.B. Dadoland, 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. Oklahoma
(State or country under the law of which it is incorporated)

3. App. For
(FEI number, if applicable)

4. July 19, 1996
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1300 Metropolitan, Oklahoma City, Oklahoma 73108

(Current mailing address)

8. any lawful purpose including, but not limited to, glamour photography
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

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TALLAHASSEE, FLORIDA

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
John J. Linnihan
(Registered agent's signature) (Officer)
John J Linnihan, Asst. Vice President
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Eddie Proffit
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. EDDIE PROFFIT, SECRETARY
(Typed or printed name and capacity of person signing application)

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Attachment to Application by Foreign Corporation for Authorization
Transact Business in Florida

G.S. Dadeland, Inc.

Officers

Jack E. Counts, Jr., President
1300 Metropolitan
Oklahoma City, Oklahoma 73108

Michelle Chilton, Vice President
1300 Metropolitan
Oklahoma City, Oklahoma 73108

Tom Herskowitz, Chief Financial Officer
1300 Metropolitan
Oklahoma City, Oklahoma 73108

Eddie Proffit, Secretary
1300 Metropolitan
Oklahoma City, Oklahoma 73108

Directors

Jack E. Counts, Jr. Sole Director
Same address as above

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OFFICE OF THE SECRETARY OF STATE

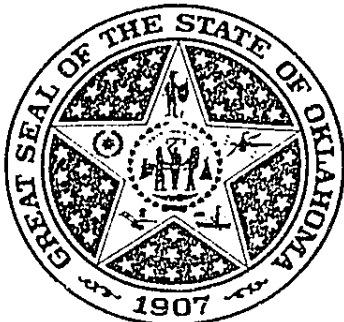


**CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)**

I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

*I FURTHER CERTIFY that G.S. DADELAND, INC.
whose registered agent is: McAfee & Taft A Professional Corporation
with its registered office at 211 North Robinson, 10th Floor, Oklahoma City
, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.*

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City, this
August, 1996.

Sam Cole
Secretary of State

By: Kay James

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Document Number Only

CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

300001965193
-10/04/96---01059---007
*****35.00 *****35.00

CORPORATION(S) NAME

G.S. Dadeland, Inc.

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- Profit
- NonProfit
- Limited Liability Co.
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- Reservation
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- Mark
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- CJS
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Document Examiner
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Acknowledgment
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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

G. S. DADELAND, INC.

(Name of Corporation)

OKLAHOMA

(Incorporated Under Laws Of)

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TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1300 Metropolitan

(Mailing Address)

Oklahoma City, Oklahoma 73108

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Eddie Proffit

Signature

9-20-96

Date

Eddie Proffit, Secretary

Typed or printed name

Title