

F96000004214

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Progressive Sales + Marketing, 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:

600001917200
-08/08/96--01103--013
*****78.75 *****78.75

Mark R Nelson
(Name of Person)

599-15071

Progressive Sales + Marketing, Inc
(Firm/Company)

3017 C.A.A DEL SOL CR
(Address)

Clearwater FL 34621
(City/State/Zip)

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

Mark R Nelson at (708) 799-2174
(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

August 9, 1996

MARK R. NELSON
% PROGRESSIVE SALES & MARKETING, INC.
3077 CASA DEL SOL CR
CLEARWATER, FL 34624

SUBJECT: PROGRESSIVE SALES & MARKETING, INC.
Ref. Number: W96000016684

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We have received your document for PROGRESSIVE SALES & MARKETING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 596A00038050

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. Progressive Sales & Marketing, 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. ILLINOIS (State or country under the law of which it is incorporated)
3. 36-3942365 (FEI number, if applicable)
4. 3/25/94 (Date of Incorporation)
5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")
6. 6/1/96 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. Progressive Sales & Marketing, INC. 3077 CASA DEL SOL Cir #107 CLEARWATER FL (Current mailing address)
8. SALES OF CABLE TELEVISION PROGRAMMING/SATELLITE (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: MARK RICHARD NELSON Office Address: 3077 CASA DEL SOL Cir #107 CLEARWATER, Florida, 34621 (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)

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: MARK R Nelson

Address: 3077 CASA DEL SOLAR #107

Clearwater FL 34621

Vice President: _____

Address: _____

Secretary: _____

Address: ''

Treasurer: ''

Address: _____

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

13. Mark R Nelson / Mark R Nelson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARK R NELSON - PRESIDENT
(Typed or printed name and capacity of person signing application)

File Number 5772-864-7

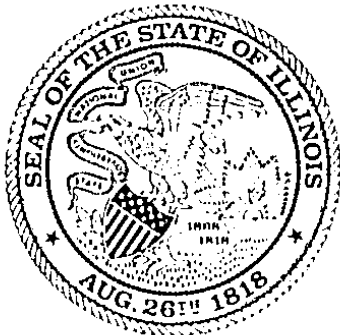


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DIVISION OF CORPORATIONS
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To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that PROGRESSIVE SALES AND MARKETING, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 25, 1994, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this 26TH day of JULY A.D., 19 96

George H Ryan
SECRETARY OF STATE