F96000005330

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TRANSPORTATION MANAGEMENT COMPANY
(Name of corporation - must include suffix)

W96-20437

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:

300001957853
-09/26/96--01054--004
******70.00 ******70.00

JOEL RICHMAN
(Name of Person)

TRANSPORTATION MANAGEMENT COMPANY
(Firm/Company)

P O BOX 29086
(Address)

GLENDALE, CA 91209
(City/State/Zip)

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TALLAHASSEE, FLORIDA

10/14

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

JOEL RICHMAN
(Name of Person)

at (818) 246-2800 x 228
(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

September 26, 1996

JOEL RICHMAN
TRANSPORTATION MANAGEMENT COMPANY
PO BOX 29086
GLENDALE, CA 91209

SUBJECT: TRANSPORTATION MANAGEMENT COMPANY
Ref. Number: W96000020437

We have received your document for TRANSPORTATION MANAGEMENT COMPANY and your check(s) totaling $70.00. 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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 996A00044404

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned LAWRENCE J. KALIOR (Name), do hereby certify

that this Resolution of the Board of Directors of TRANSPORTATION MANAGEMENT COMPANY (Corporate Name)

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

was duly adopted on OCTOBER 11, 1996.

Be it resolved, that TRANSPORTATION MANAGEMENT COMPANY (Corporate Name),

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

TRANSPORTATION INSURANCE MANAGEMENT COMPANY for use in Florida.

Dated: 10/11/96

Signature of either Chairman, Vice Chairman or any officer

LAWRENCE J. KALIOR, Chairman
Type or print name

INHS19(4/96)

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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. TRANSPORTATION MANAGEMENT COMPANY
(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. CALIFORNIA
(State or country under the law of which it is incorporated)

3. 95-3998494
(FEI number, if applicable)

4. OCTOBER 1985
(Date of Incorporation)

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

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6. 10/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. P O BOX 29086
GLENDALE, CA 91209
(Current mailing address)

8. MANAGEMENT COMPANY
(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 <u>NOT</u> acceptable)**

Name: MIKE HOWERY

Office Address: 142 S. SWOOPE AVE

MAITLAND, **Florida**, 32751
(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.

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: LAWRENCE J. KALIOR

Address: 425 W. BROADWAY, STE 400
GLENDALE, CA 91204

Vice Chairman:

Address:

Director: RONALD A. GELLER

Address: 425 W. BROADWAY, STE400
GLENDALE, CA 91204

Director:

Address:

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

President: LAWRENCE J. KALIOR

Address: 425 W. BROADWAY, STE 400
GLENDALE, CA 91204

Vice President: RONALD A. GELLER

Address: 425 W. BROADWAY, STE400
GLENDALE, CA 91204

Secretary: LAWRENCE J. KALIOR

Address: 425 W. BROADWAY, STE 400
GLENDALE, CA 91204

Treasurer: JOEL RICHMAN

Address: 425 W. BROADWAY, STE 400
GLENDALE, CA 91204

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

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

14. JOEL RICHMAN, TREASURER
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

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TALLAHASSEE, FLORIDA

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 15th *day of* October *, 19* 85 *,*

TRANSPORTATION MANAGEMENT COMPANY

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

September 16, 1996

Bill Jones

Secretary of State

SEC/STATE FORM CE-112 (REV. 8/95)

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