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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-10/22/96--01000--015
*****70.00 *****70.00

SUBJECT: Premier Sales of Pensacola, 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:

Joseph R. Thibodeaux
(Name of Person)
Premier Sales, Inc
(Firm/Company)
8239 W. DARRYL DRIVE
(Address)
BATON ROUGE, LA 70815
(City, State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Bill Bozzelle at (504) 927-9280
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JOSEPH R. THIBODEAUX do hereby certify
(Name)

that this Resolution of the Board of Directors of PREMIER SALES, INC
(Corporate Name)

a corporation duly organized and existing under the laws of the State of LOUISIANA

was duly adopted on OCTOBER 17, 1996

Be it resolved, that PREMIER SALES, INC.
(Corporate Name)

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

PREMIER SALES OF PENSACOLA, INC. for use in Florida.

Dated: October 17, 1996

Joseph R. Thibodeaux
Signature of either Chairman, Vice Chairman or any officer

JOSEPH R. THIBODEAUX, President
Type or print name

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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. PREMIER SALES of PENSACOLA, 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. LOUISIANA (State or country under the law of which it is incorporated) 3. 72-0890337 (FEI number, if applicable)

4. MAY 8, 1980 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. OCTOBER 25, 1996 (Date first transacted business in Florida. (See sections 607.1901, 607.1902, and 617.155, F.S.))

7. 8239 W. DARVE Drive
BATON ROUGE, LA 70815-8065
(Current mailing address)

8. To enter into ANY BUSINESS lawful under laws of the State of LOUISIANA and in any other
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) *STATE or NATION.*

9. Name and street address of Florida registered agent:

Name: DEBORAH DEGUTIS

Office Address: 3018 N. DAVIS STREET

PENSACOLA, Florida, 32504

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TALLAHASSEE, FLORIDA
(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.

Deborah Degutis
(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: JOSEPH R. THIBODEAUX

Address: 12441 MERLIN AVE.

BATON ROUGE, LA 70816

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JOSEPH R. THIBODEAUX

Address: 12441 MERLIN AVE.

BATON ROUGE, LA 70816

Vice President: NA

Address: _____

Secretary: SUSAN E. THIBODEAUX

Address: 12441 MERLIN AVE.

BATON ROUGE, LA 70816

Treasurer: SUSAN E. THIBODEAUX

Address: 12441 MERLIN AVE.

BATON ROUGE, LA 70816

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

13. *Joseph R. Thibodeaux*
(signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOSEPH R. THIBODEAUX, PRESIDENT
(typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

UNITED STATES OF AMERICA
State of Louisiana

Box McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the Articles of Incorporation of

PREMIER SALES, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Were filed in this Office and a Certificate of Incorporation
was issued on May 08, 1980,

I further certify that no Certificate of Dissolution has
been issued.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

October 9, 1996

Box McKeithen

CGR

Secretary of State



SECRETARY OF STATE
TALLAHASSEE, FL

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