

F960000005739

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JOHN F. McARTHUR
OF COUNSEL

October 8, 1996

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400001972134
-10/11/96--01104--012
*****78.75 *****78.75

Gentlemen:

W96-21879

Please find enclosed a Certificate of Good Standing from the Secretary of State of Ohio under date of September 27, 1996 certifying that Douglas Development Corporation is currently in good standing. You'll also find enclosed the transmittal letter to qualify the Corporation to do business in the state of Florida (we estimate the first transaction and business to be on or about April 1, 1997), and the application by Bruce Douglas, President and Treasurer of Douglas Development Corporation, and the appointment of Randy Shelly as registered agent.

You'll also find a check in the amount of \$78.75 made payable to the Florida Department of State for the registration fee and certificate of status. I am enclosing a self-addressed, stamped envelope by which you can return the certificate of status to the undersigned.

Very truly yours,

John F. McCarthy

John F. McCarthy

JFM/ksh:D-25-1

Enc.

cc: Mr. Bruce Douglas

FILED
96 OCT 31 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1996

MCHUGH & MCCARTHY
CONTINENTAL CAPITAL CENTER, #200
5580 MONROE ST.
SYLVANIA, OH 43500-2538

SUBJECT: DOUGLAS DEVELOPMENT CORPORATION
Ref. Number: W96000021879

We have received your document for DOUGLAS DEVELOPMENT CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 896A00047239

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Bruce Douglas, do hereby certify
(Name)

that this Resolution of the Board of Directors of Douglas Development Corporation

(Corporate Name)

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

was duly adopted on October 24, 19 96.

Be it resolved, that Douglas Development Corporation,
(Corporate Name)

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

Douglas Group Co. for use in Florida.

Dated: October 24, 1996


Signature of ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ President

Bruce Douglas

Type or print name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Douglas Development Corporation
(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. Ohio
(State or country under the law of which it is incorporated)
3. 34-1834390
(FEI number, if applicable)
4. November 17, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Estimated to be April 1, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 1716 Perrysburg-Holland Road
Holland, Ohio 43528
(Current mailing address)
8. (1) To engage in any lawful act or activity within the state or without for which corporations may be formed; (2) to do any and all acts and things necessary, convenient or expedient to accomplish the foregoing, both within and without the state of Ohio, and in any capacity.
(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 acceptable)**

Name: Randy Shelly

Office Address: 5401 Kirkman Road, Suite 750
Orlando, Florida, 32819
(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.

Randy Shelly
(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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95 DEC 31 AM 8:30
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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: None

Address: _____

Vice Chairman: None

Address: _____

Director: Bruce Douglas

Address: 1716 Perrysburg-Holland Road

Holland, Ohio 43528

Director: _____

Address: _____

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

President: Bruce Douglas

Address: 1716 Perrysburg-Holland Road

Holland, Ohio 43528

Vice President: John F. McCarthy

Address: 432 E. Front Street

Perrysburg, Ohio 43551

Secretary: John F. McCarthy

Address: 432 E. Front Street

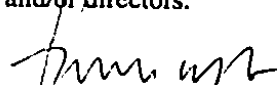
Perrysburg, Ohio 43551

Treasurer: Bruce Douglas

Address: 1716 Perrysburg-Holland Road

Holland, Ohio 43528

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. Bruce Douglas, President/Treasurer
(Typed or printed name and capacity of person signing application)

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96 OCT 31 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show DOUGLAS DEVELOPMENT CORPORATION, an Ohio corporation, Charter No. 922849, having its principal location in Holland, County of Lucas, was incorporated on November 17, 1995 and is currently in **GOOD STANDING** upon the records of this office.*



WITNESS my hand and official
seal at Columbus, Ohio, this
27th day of September, A.D. 1996

Bob Taft

Bob Taft
Secretary of State

96 OCT 31 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

F96000005739

McHUGH & McCARTHY

ATTORNEYS AT LAW
CONTINENTAL CAPITAL CENTER
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5580 MONROE STREET
SYLVANIA, OHIO 43080-8500
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JOHN J. McHUGH, II
ROBERT W. CADANSKI
GRAHAM A. BLUHM
SCOTT D. NEWSOM

JOHN F. McCARTHY
OF COUNSEL

June 18, 1997

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500002220095--5
-06/23/97--01126--010
*****35.00 *****35.00

RE: Douglas Group Co.

Gentlemen:

Please find enclosed our check in the amount of \$35.00 together with the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida which has been duly executed by Bruce Douglas, President and Chairman of the Board of Directors of Douglas Development Corporation.

Very truly yours,

John F. McCarthy

JFM/ksh:D-25-1

Enc.

cc: Mr. Bruce Douglas

FILED
97 JUN 23 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withd
6/27/97

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

Douglas Group Co. (Doc. No. F96000005739)
(Name of Corporation)

Ohio, as Douglas Development Corporation
(Incorporated Under Laws Of)

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.

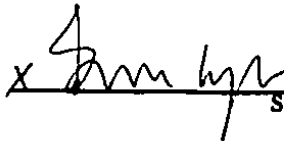
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1716 Perrysburg-Holland Road
(Mailing Address)

Holland, Ohio 43528
(City/ State /Zip)

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97 JUN 23 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

x 

Signature

President and Chairman of the Board
of Directors of Douglas Development Corporation

Title

Bruce Douglas
Typed or printed name

June 13, 1997
Date