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Dennis S. Rooker, D.C.
100 South Pineapple Drive - Suite B-1 - Charlottesville, Virginia 22911
Phone (804) 977-7447 - Fax (804) 977-7428
email address dsrooker@sprintmail.com

Dennis S. Rooker
President

Admitted to Practice Law in
Virginia, West Virginia and Florida

December 3, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Minos Managers, Inc.

Ladies/Gentlemen:

Enclosed herewith for filing, in duplicate, is the Application for Authority to do Business in Florida, a certificate of status from the State of Delaware, and our check for the \$70 filing fee. Please send the acknowledgement letter to me at the above address. Thank you.

Sincerely,

Debbie Mowbray

Debbie Mowbray
Asst. to Mr. Rooker

DSR:dsm
enclosures

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DIVISION OF CORPORATIONS
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DENNIS S HOOKER *** BOB SMITHER

0002/000

**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. Minos Managers, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Delaware
(State or country under the law of which it is incorporated)
3. 11-18-96 4. perpetual
(Date of Incorporation) (Duration)
5. applied for
(Federal Employer Identification number, if applicable)
6. has not yet transacted business in Florida
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1450 S. Dixie Highway, Boca Raton, FL 33432
(Current mailing address)
8. investment management
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Edwin M. Freakley
Address: 1450 S. Dixie Highway
Boca Raton, FL 33432

Vice Chairman: _____
Address: _____

Director: Robert M. Smither, Jr.
Address: 1450 S. Dixie Highway
Boca Raton, FL 33432

Director: _____
Address: _____

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DIVISION OF CORPORATIONS
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DENNIS B ROOKER *** BOB SMITHER

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B. Officers:

President: Edwin M. Frankley
Address: 1450 S. Dixie Highway
Boca Raton, FL 33432

Vice President: Robert M. Smither, Jr.
Address: 1450 S. Dixie Highway
Boca Raton, FL 33432

Secretary: Robert M. Smither, Jr.
Address: 1450 S. Dixie Highway
Boca Raton, FL 33432

Treasurer: Robert M. Smither, Jr.
Address: 1450 S. Dixie Highway
Boca Raton, FL 33432

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Robert M. Smither, Jr.
Office Address: 1450 S. Dixie Highway
Boca Raton, Florida 33432
Zip Code

11. 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: Robert M. Smither

12. 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.

13. Edwin M. Frankley
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Edwin M. Frankley CHAIRMAN
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "MINOS MANAGERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -9 AM 9:37



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8195913
DATE: 11-18-96