

THE COMPANY CORPORATION
F 96000006519

December 2, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Emerald Coast Marketing Resources, Inc.
9609302667840

300002030703--6
-12/17/96--01057--025
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for Emerald Coast Marketing Resources, Inc..

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Laura J. Lockhart
Laura J. Lockhart
Corporate Service Representative

enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 13 AM 9:04

FILED

12/13

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Emerald Coast Marketing Resources, 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. Delaware 3. 59-3903348
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/30/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Lean qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))

7. 1203 Shipley Drive
Niceville, FL 32578
(Current mailing address)

8. Marketing Services (Research, statistics, planning, direct mktg)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) *(tip broker)*

9. Name and street address of Florida registered agent:

Name: Gary R. Cottingham
Office Address: 1203 Shipley Drive
Niceville, Florida, 32578
(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.

Gary R. Cottingham
(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:

A. DIRECTORS

Chairman: Gary R. Cottingham
Address: 1203 Shipley Drive
Niceville, FL 32578
Vice Chairman: Sandra Lee Cottingham
Address: 1203 Shipley Drive
Niceville, FL 32578
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: Gary R. Cottingham
Address: 1203 Shipley Drive
Niceville, FL 32578
Vice President: Sandra Lee Cottingham
Address: 1203 Shipley Drive
Niceville, FL 32578
Secretary: Sandra Lee Cottingham
Address: 1203 Shipley Drive
Niceville, FL 32578
Treasurer: Gary R. Cottingham
Address: 1203 Shipley Drive
Niceville, FL 32578

FILED
96 DEC 13 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

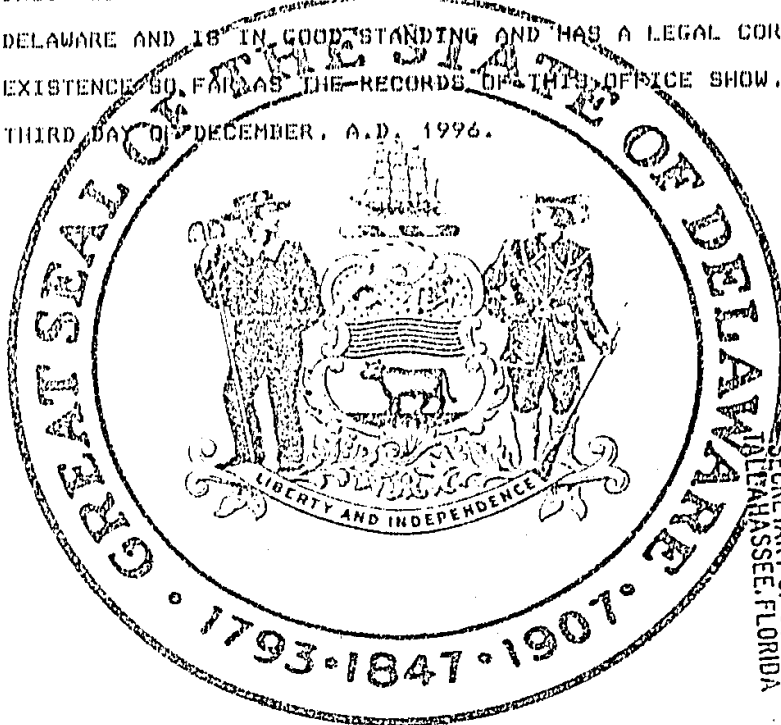
13. Gary R. Cottingham President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary R. Cottingham President, Chairman
(Typed or printed 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 "EMERALD COAST MARKETING RESOURCES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF DECEMBER, A.D. 1996.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 13 AM 9:04

FILED



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

AUTHENTICATION:

DATE:

2667840 8300

960351431

8217502

12-03-96