

F96000006561

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: XCP 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:

Francis P. Araneo 500002029115--4
(Name of Person) 12/13/96--01086--001
***270.00 ***270.00

XCP Inc.
(Firm/Company)

40 ELM STREET
(Address)

ORYDEN NY 13053
(City/State/Zip)

* 12/16

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Francis P. Araneo at (607) 844 9143 x210
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



Priority in Quality and Customer Satisfaction

40 Elm Street, Dryden, New York, USA 13053-9824 TEL: (807) 844-9143 FAX (807) 844-8031

December 10, 1996

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

CERTIFIED MAIL # P 396 910 136 RETURN RECEIPT

To whom it may concern:

Enclosed please find the following:

- 1) Transmittal letter to register XCP Inc. to transact business in Florida.
- 2) Application By Foreign Corporation For Authorization To Transact Business In Florida for XCP Inc..
- 3) Original Certificate of Existence for XCP Inc. in the State of New York as signed by the Special Deputy Secretary of State.
- 4) XCP check number 022519 in the amount of \$270.00.

XCP is filing under the amnesty program waiving the \$1,000 penalty. According to Jennifer in your office, \$270.00 is the correct amount to pay - \$70.00 for the registration fee and \$200.00 for late fee.

Should you desire additional information, I can be reached at (607) 844-9143, ext 210.

Sincerely,

Francis P. Araneo
Francis P. Araneo
Controller

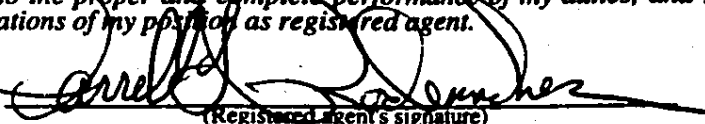
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**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. XCP 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. NEW YORK 3. 16-1087372
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/06/1977 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))
7. XCP INC
7212 U.S. Highway 19, New Port Richey FL 34652
(Current mailing address)
8. Sale of access control and vending equipment
(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 NOT acceptable)
Name: Darrell G. Rademacher
Office Address: 7212 US Highway 19, Suite 6
New Port Richey, Florida, 34652
(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Darrell G. Rademacher

Address: 7212 U.S. Highway 19, Suite 6

New Port Richey FL 34652

Director: Diane L. Rademacher

Address: 7212 U.S. Highway 19, Suite 6

New Port Richey FL 34652

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

President: Darrell G. Rademacher

Address: 7212 US Highway 19, Suite 6

New Port Richey, FL 34652

Vice President: Diane L. Rademacher

Address: 7212 US Highway 19, Suite 6

New Port Richey FL 34652

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Darrell G. Rademacher

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

14. Darrell G. Rademacher

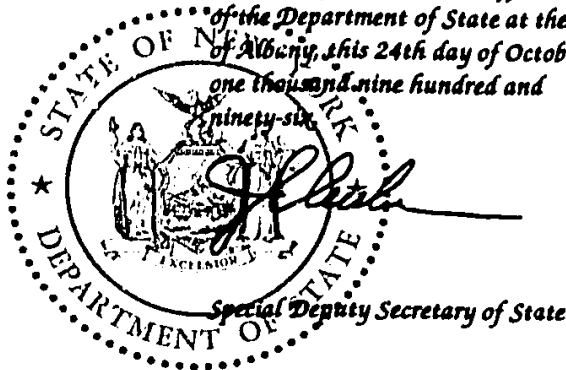
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of XCP INC. was filed on 04/06/1977, under the name of XERO GRAPHIC COPY PRODUCTS OF ITHACA, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment XERO GRAPHIC COPY PRODUCTS OF ITHACA, INC., changing name to XCP INC., was filed 05/03/1978.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of October
one thousand nine hundred and
ninety-six



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