

F96000006651

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ADD 1ST AUCTION GROUP, 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:

Validation next page.

ROBERT G. FRIES
(Name of Person)

ADD 1ST AUCTION GROUP, INC.
(Firm/Company)

98 OAK HILL AVENUE
(Address)

FORT WALTON BEACH, FL 32547
(City/State/Zip)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

ROBERT G. FRIES at (904) 862-8667
(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

ADD 1ST AUCTION GROUP, INC.

98 Oak Hill Avenue
Fort Walton Beach, Florida 32547
(904) 862-8667

December 13, 1996

State of Florida
Qualification/Tax Lien Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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***131.25 ***131.25

Subject: Transmittal Letter - Add 1st, Inc.

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. In addition, it is requested that one (1) certificate of status and one (1) certified copy of the same relative to the application to transact business be provided.

Please return all correspondence concerning this matter to the following:

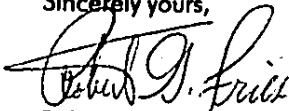
Robert G. Fries
Add 1st Auction Group, Inc.
98 Oak Hill Avenue
Fort Walton Beach, FL 32547.

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

Robert G. Fries at (904) 862-8667

Thank you for your assistance in this matter.

Sincerely yours,



Robert G. Fries
Secretary

Atch Application to Transact Business
Certificate of Existence
Check #3156 for \$131.25

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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. ADD 1ST AUCTION GROUP, 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. STATE OF DELAWARE
(State or country under the law of which it is incorporated)
3. 59-3413556
(FEI number, if applicable)
4. November 8, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 15, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 98 Oak Hill Avenue
Fort Walton Beach, FL 32547
(Current mailing address)
8. Auctions - Public and Private
(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: Robert G. Fries
Office Address: 98 Oak Hill Avenue
Fort Walton Beach, Florida, 32547
(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.

Robert G. Fries
(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: Margaret S. Fries

Address: 2911 Bentwood Lane, Fort Walton Beach, FL 32547

Vice Chairman: Herbert V. Faison

Address: 305 Willow Court, Fort Walton Beach, FL 32547

Director: Robert G. Fries

Address: 2911 Bentwood Lane, Fort Walton Beach, FL 32547

Director: _____

Address: _____

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

President: Margaret S. Fries

Address: 2911 Bentwood Lane, Fort Walton Beach, FL 32547

Vice President: Herbert V. Faison

Address: 305 Willow Court, Fort Walton Beach, FL 32547

Secretary: Robert G. Fries

Address: 2911 Bentwood Lane, Fort Walton Beach, FL 32547

Treasurer: Robert G. Fries

Address: 2911 Bentwood Lane, Fort Walton Beach, FL 32547

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

13. Robert G. Fries
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

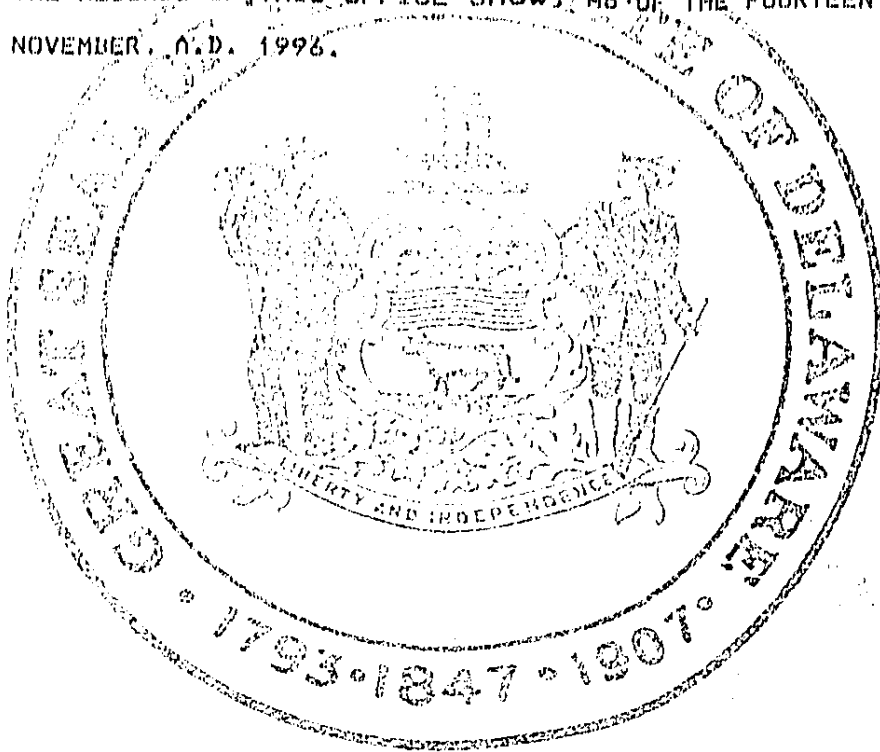
14. Robert G. Fries Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADD 1ST AUCTION GROUP, 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 FOURTEENTH DAY OF NOVEMBER, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 17 AM 9:34



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8192353

DATE:

11-14-96