

F97000006314

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: W. P. Industries International, Inc.
(Name of corporation - must include suffix)

500002359205--3
-12/01/97--01117--003
*****78.75 *****78.75

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:

Joy Williams
(Name of Person)

W. P. Industries International, Inc
(Firm/Company)

6015 A Unity Dr
(Address)

Norcross, GA 30071
(City/State/Zip)

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

Bob Palmquist at (770) 368-9042
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:

Qualification/Tax Lien Section
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

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. W. P. Industries International, 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. Iowa 3. 58-2319935

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/28/97 5. Perpetual

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6015 A Unity Dr

Norcross, GA 30071

(Current mailing address)

8. Sell or place postcard vending machines

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Dick Gladden

Office Address: 1007 N.E. 28th Terrace

Okeechobee, Florida, 34972

(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.

Dick Gladden

(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: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Geoffrey Williams

Address: 6015 A Unity Dr
Norcross, GA 30071

Vice Chairman: _____

Address: _____

Director: Robert J. Palmquist

Address: 6015 A Unity Dr
Norcross, GA 30071

Director: Joy Williams

Address: 6015 A Unity Dr
Norcross, GA 30071

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

President: Robert J. Palmquist

Address: 6015 A Unity Dr
Norcross, GA 30071

Vice President: _____

Address: _____

Secretary: Joy Williams

Address: 6015 A Unity Dr
Norcross, GA 30071

Treasurer: _____

Address: _____

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

13. RJ Palmquist

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

14. Robert J. Palmquist

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

IOWA

No. 00085228
Date: 11/18/1997

SECRETARY OF STATE

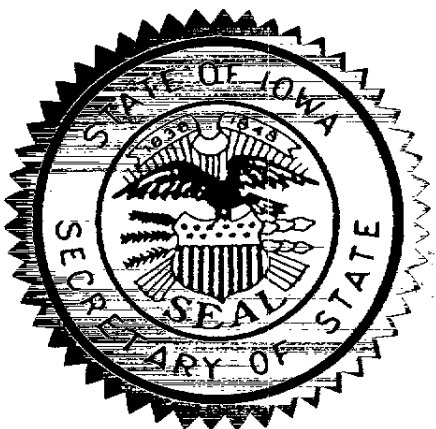
490 DP-000203858
THE LIFT TICKET
R J PALMQUIST
229 W LYON P O BOX 516
AVOCA, IA 51521

CERTIFICATE OF EXISTENCE

Name: W.P. INDUSTRIES INTERNATIONAL, INC.
Begin date: 19970225
Expiration: PERPETUAL

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I, PAUL D. PATE, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa business corporation act have been paid by the corporation, that the most recent annual corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.



A handwritten signature in cursive script that reads 'Paul D. Pate'.

SECRETARY OF STATE