



THE UNITED STATES
CORPORATION
COMPANY

970000006940

ACCOUNT NO. : 072100000032

REFERENCE : 647070 4307842

AUTHORIZATION

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1997

ORDER TIME : 1:05 PM

ORDER NO. : 647070-005

700002384827--1

CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goodbread, Jr., Esq
Martin Ade Birchfield &
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

W97-28787

FOREIGN FILINGS

NAME: PANITCO, A DELAWARE
CORPORATION

File
First

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANDREA MABRY

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
DEC 29 PM 2:16

W12/31

RECEIVED
97 DEC 29 PM 2:35
DIVISION OF CORPORATIONS
TAMPA, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1997

CSC
ATTN: ANDREA MABRY

SUBJECT: PANIT CO.
Ref. Number: W97000028787

RESUBMIT

Please give original
submission date as file date.

Your document has not been filed and is being retained for the following reasons: Please include the corporation's FEI number, and the purpose of the corporation.

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

Please include the corporation's FEI number, and the purpose of the corporation.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 597A00060716

* There was a second filing - an amendment that was kept by the state & it needs to be filed after the final. Thanks -

APPLICATION FOR CERTIFICATE OF AUTHORITY

In accordance with Florida Statutes § 607.1503 (1995), the following application is submitted in order to register a foreign corporation to transact business in the state of Florida:

1. The name of the foreign corporation is Panit Co., a Delaware corporation (hereinafter, the "Corporation").

2. The corporation was formed and incorporated under the laws of the state of Delaware.

3. The date of incorporation of the Corporation was December 22, 1997, and its period of duration is perpetual.

4. The street address of the principal office of the Corporation in the state of Delaware is One Rodney Square, 920 King Street, 1st Floor, Wilmington, Delaware.

5. The address of the registered office of the Corporation in the state of Florida and the name of its registered agent at that office is as follows:

Marian Services, Inc., a Florida corporation
8118 Summit Ridge Lane
Jacksonville, Florida 32256

6. The names and business addresses of the current directors and officers of the Corporation are as follows:

George A. Helow
8118 Summit Ridge Lane
Jacksonville, Florida 32256

Director and President

Margaret O. Helow
8118 Summit Ridge Lane
Jacksonville, Florida 32256

Director and Secretary

Joseph P. Helow
7841 La Sierra Court
Jacksonville, Florida 32216

Vice President

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7. The Corporation will commence doing business upon qualification.

IN WITNESS WHEREOF, the undersigned has executed this Application for
Certificate of Authority as of the 23 day of December, 1997.

8. The FEI number for the corporation has been Applied For.
9. The purpose of the corporation is to engage in any and all lawful
business. Panit Co., a Delaware corporation

By: George A. Helow
George A. Helow
Its: President

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**CERTIFICATE OF ACCEPTANCE OF
DESIGNATION OF REGISTERED AGENT OF**
Panit Co.

Pursuant to Sections 620.105 and 620.192, Florida Statutes (1995), the undersigned foreign corporation, having been designated as the Registered Agent for the service of process within the state of Florida upon Panit Co., a corporation organized under the laws of the state of Delaware, does hereby accept the appointment as Registered Agent for the above-named limited partnership, and does hereby agree to comply with any and all statutes relative to the proper performance of the duties of Registered Agent, including the maintenance of a Registered Office, which such Registered Office is located at 8118 Summit Ridge Lane, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, the undersigned corporation has authorized the undersigned to execute this Certificate at Jacksonville, Duval County, Florida, on this 23 day of December, 1997.

MARIAN SERVICES, INC.,
a Florida corporation

By: 

George A. Helow
Its President

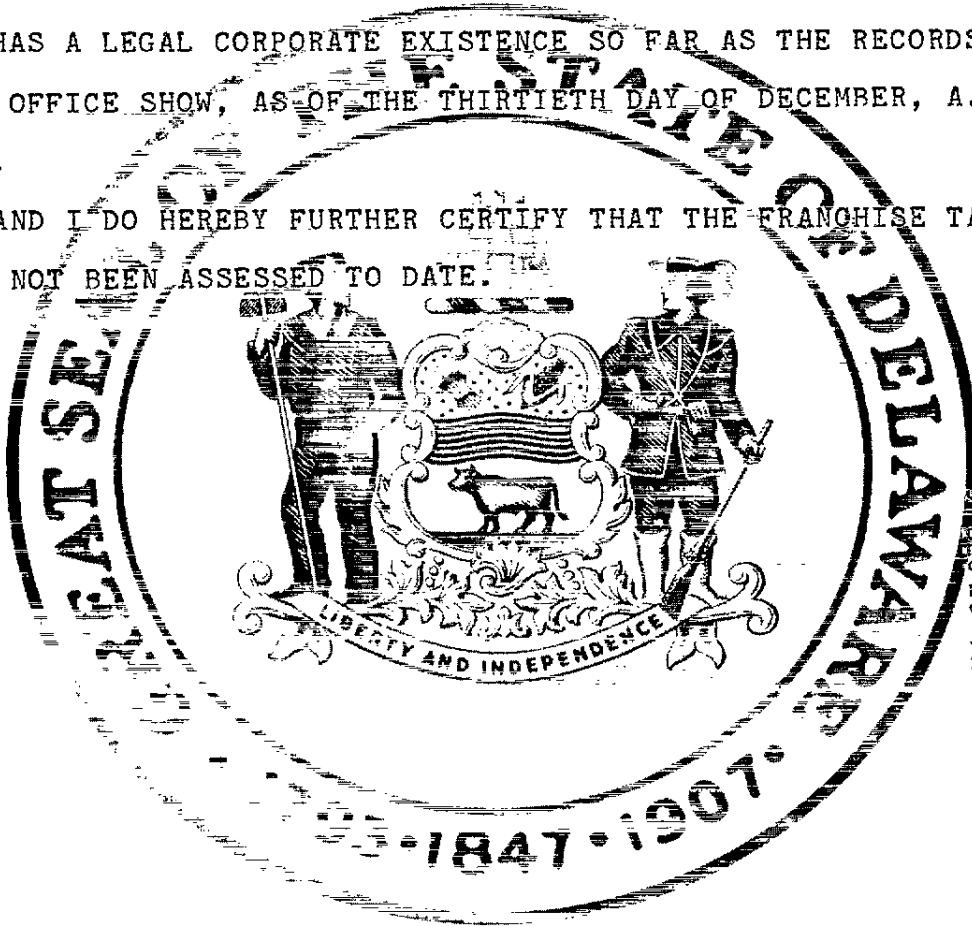
Registered Agent

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANIT CO." 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 THIRTIETH DAY OF DECEMBER, A.D. 1997.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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971451382

AUTHENTICATION: 8840062

DATE: 12-30-97