

E98000000094



ACCOUNT NO. : 072100000032

REFERENCE : 655937 95101A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 2, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 655937-005

CUSTOMER NO: 95101A

CUSTOMER: Ms. Nancy Calhoun
Salley Feinberg & Hames, P.a.
P. O. Box 3829

Orlando, FL 32802-3829

600002392366--1
-01/07/98-01047-003
*****70.00 *****70.00

FOREIGN FILINGS

NAME: PALACO, INC. OF NORTH CAROLINA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -7 PM 12:25

RECEIVED
98 JAN -7 AM 11:30
DIVISION OF CORPORATION

**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. PALACO, INC. OF NORTH CAROLINA
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. NORTH CAROLINA
(State or country under the law of which it is incorporated)
3. 10/05/94 4. PERPETUAL
(Date of Incorporation) (Duration)
5. T621586919
(Federal Employer Identification number, if applicable)
6. DECEMBER 1, 1997
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o HALL & O'DONNELL, 4080 BARRETT DRIVE, RALEIGH, NC 27609
(Current mailing address)
8. REAL ESTATE HOLDING COMPANY
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: DAVID L. GUY
Address: 8502 WILLOW WISH COURT,
ORLANDO, FL 32811

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

98 JAN -7 PM 12:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. Officers:

President: DAVID L. GUY
Address: 8502 WILLOW WISH COURT
ORLANDO, FL 32811

Vice President: _____
Address: _____

Secretary: PATRICIA A. GUY
Address: 8502 WILLOW WISH COURT
ORLANDO, FL 32811

Treasurer: DAVID L. GUY
Address: 8502 WILLOW WISH COURT
ORLANDO, FL 32811

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -7 PM 12:25

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: DAVID L. GUY
Office Address: 8502 WILLOW WISH COURT
ORLANDO, Florida 32811
Zip Code

11. 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.

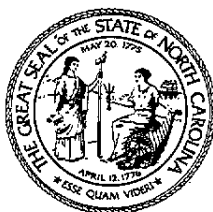
Registered agent's signature: David L. Guy

12. 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.

13. David L. Guy
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. DAVID L. GUY, PRESIDENT
(Name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

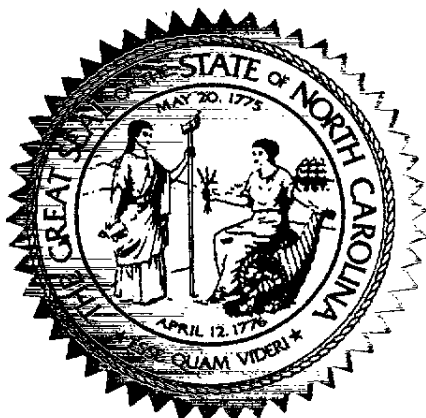
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

PALACO, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 5th day of October, 1994, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of December, 1997.

Elaine F. Marshall

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 7 PM 12:25