

F98000000105

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: A.F.C., INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

200002324022--7
-10/20/97--01075--002
*****78.75 *****18.75

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:

W97-23944

VONNIE L LADNER

(Name of Person)

A.F.C. INC.

(Firm/Company)

15180 Fisher BLVD Suite #104

(Address)

Gulfport, MS 39503

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 07 AM 8:00

FILED

2/1/8

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

Kathleen Mills

at

(228) 868-8881

(Name of Person)

(Area Code & Daytime Telephone Number)

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1997

VONNIE L. LADNER
A.F.C. INC.
15180 FISHER BLVD., #104
GULFPORT, MS 39503

SUBJECT: A.F.C., INC.
Ref. Number: W97000023944

We have received your document for A.F.C., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The registered agent must sign accepting the designation.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 497A00051302

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED
98 JAN -7 AM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Vonnie L. Ladner, President, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

AFC, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of MS,

was duly adopted on December 1, 19 97.

Be it resolved, that AFC, INC.,
(Corporate Name)

organized and existing in the State of MS, hereby adopts the name

AFC, INC. OF Florida (CKM) Mississippi for use in Florida.

Dated: 12/1/97

Vonnie L. Ladner / Pres.
Signature of either Chairman, Vice Chairman or any officer

Vonnie L Ladner

Type or print name

**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. AFC, Incorporated
(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. Mississippi 3. 64-0813959
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 1992 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 15180 Fisher BLVD Suite #104
Gulfport, MS 39503
(Current mailing address)
8. General Contractor
(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: ROBERT J. BATTLES

Office Address: 211 EAST BRENT LANE
PENSACOLA, Florida, 32503
(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 J. Battles
(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)

FILED
98 JAN 17 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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98 JAN -7 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: Vonnie L Ladner

Address: 2509 Hwy 53

Perkinston, MS 39574

Vice President: Ernest E. Ladner

Address: 2509 HWY 53

Perkinston, MS 39574

Secretary: Ernest E Ladner

Address: 2509 HWY 53

Perkinston, MS 39574

Treasurer: N/A

Address: _____

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

13. Vonnice L Ladner, President

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

14. VONNIE L LADNER, PRESIDENT

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

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi and as such, the legal custodian of the corporate records required by the laws of Mississippi, to be filed in my office do hereby certify:

That on April 28, 1992 the state of Mississippi issued a Charter/Certificate of Authority to:

A.F.C. INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

Given under my hand
and seal of office
September 30, 1997



Eric Clark

ERIC CLARK,
Secretary of State

FILED
98 JAN -7 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA