

F 98000000328

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: XC Corporation
(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:

Thomas Kelley
(Name of Person)
XC Corporation
(Firm/Company)
Suite 4, 5008 West Linebaugh Ave.
(Address)
Tampa, FL 33624
(City/State/Zip)

FILED
98-MAR-20 PM 1:51
TALLAHASSEE, FLORIDA
W 98-117

500002388705-7
-01/02/98-01085-008
*****70.00 *****70.00

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

Thomas Kelley at (813) 908-2589
(Name of Person) (Area Code & Daytime Telephone Number)

9/20

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

January 5, 1998

THOMAS KELLEY
XC CORPORATION
5008 W. LINEBAUGH AVE., #4
TAMPA, FL 33624

SUBJECT: XC CORPORATION
Ref. Number: W98000000117

We have received your document for XC CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name 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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 298A00000167



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
98 JAN 20 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned THOMAS W. KELLEY JR., do hereby certify
that this Resolution of the Board of Directors of XC CORPORATION
SUITE #4 5008 W. LINE BAUGH AVE, TAMPA, FL 33624,
a corporation duly organized and existing under the laws of the State of NEW JERSEY,
was duly adopted on 1/12, 19 98.

Resolved, that XC CORPORATION, organized
and existing in the State of NEW JERSEY, hereby adopts the
name XC CORPORATION OF NEW JERSEY
for use in Florida.

Dated: 1/12/98

Thomas W. Kelley Jr.
Signature of at least one director

INHS19(3/95)

**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. XC Corporation
(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. New Jersey, USA 3. 22-2088355
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/4/75 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December 15, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Suite 4, 5008 West Linebaugh Ave.
Tampa, FL 33624
(Current mailing address)
8. Wholesale Sales of Chemical Products
(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: Thomas Kelley
- Office Address: Suite 4, 5008 West Linebaugh Ave.
Tampa, FL 33624, Florida, 33624
(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.

Thomas W. Kelley Jr.
(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)

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

Chairman: Thomas Kelley

Address: Suite 4, 5008 West Linebaugh Ave., Tampa, FL 33624

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Thomas Kelley

Address: Suite 4, 5008 West Linebaugh Ave., Tampa, FL 33624

Vice President: _____

Address: _____

Secretary: Magdalena Kelley

Address: Suite 4, 5008 West Linebaugh Ave., Tampa, FL 33624

Treasurer: _____

Address: _____

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

13. Thomas W. Kelley, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas Kelley, President
(Typed or printed name and capacity of person signing application)

FILED
98 JAN 20 PM 4:10
SECRETARY
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

XC CORPORATION

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on September 4, 1975.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Thomas V Mcavoy
Suite 13, 447 Route 10 East
Randolph, NJ 07869

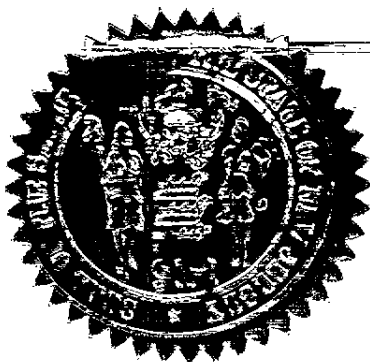
Continued on next page . . .

98 JAN 20 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

XC CORPORATION

98 JUN 20 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
10th day of December, 1997

Lonna R. Hooks

LONNA R HOOKS
Secretary of State