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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: DOUGLAS S. JOHNSON, INC.
(Name of corporation - must include suffix)

200002405512-9
-01/20/98-01142-001
*****70.00 *****70.00

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:

DOUGLAS S. JOHNSON
(Name of Person)
DOUGLAS S. JOHNSON, INC.
(Firm/Company)
130 WOODCREEK DRIVE E.
(Address)
SAFETY HARBOR, FL 34695
(City/State/Zip)

FILED
98 JAN 28 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

DOUG JOHNSON at (813) 791-8830 W98-1353
(Name of Person) (Area Code & Daytime Telephone Number)

92/128

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 21, 1998

DOUGLAS S. JOHNSON, INC.
130 WOODCREEK DR., E.
SAFETY HARBOR, FL 34695

SUBJECT: DOUGLAS S. JOHNSON, INC.
Ref. Number: W98000001353

We have received your document for DOUGLAS S. JOHNSON, INC. 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.

Once corrections are made, please return the enclosed copy of your document along with this letter for filing. The original document is retained in our office and has NOT been filed.

If you should have any further questions, please call the UCC Liens Filing Section at (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor Doc. Reference: W98000001353
Division of Corporations Letter Number: 498A00003132



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

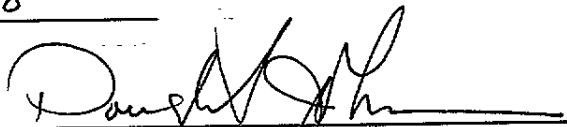
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned DOUGLAS S. JOHNSON, do hereby certify that this Resolution of the Board of Directors of DOUGLAS S. JOHNSON, INC. a corporation duly organized and existing under the laws of the State of DELAWARE, was duly adopted on JANUARY 26, 19 98.

Resolved, that DOUGLAS S. JOHNSON, INC., organized and existing in the State of DELAWARE, hereby adopts the name DOUGLAS JOHNSON & ASSOCIATES, INC. for use in Florida.

Dated: 1/26/98


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. DOUGLAS S. JOHNSON, 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. DELAWARE 3. 58-2142990
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-19-94 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 31, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 130 WOODCREEK DRIVE E.
SAFETY HARBOR, FL 34695
(Current mailing address)

8. BUSINESS & REAL ESTATE BROKERAGE
(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)

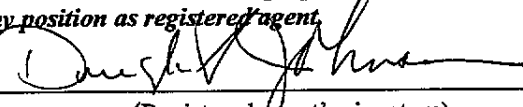
Name: DOUGLAS S. JOHNSON

Office Address: 130 WOODCREEK DR E.

SAFETY HARBOR, Florida, 34695
(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.


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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: DOUGLAS S. JOHNSON

Address: 130 WOODCREEK DRIVE E.
SAFETY HARBOR, FL 34695

Vice President: _____

Address: _____

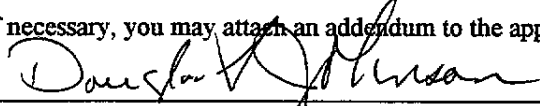
Secretary: SAME AS ABOVE

Address: _____

Treasurer: SAME AS ABOVE

Address: _____

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

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

14. DOUGLAS S. JOHNSON, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOUGLAS S. JOHNSON INC." 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 SIXTEENTH DAY OF DECEMBER, A.D. 1997.



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FILED

Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION:

8814194

DATE:

12-16-97