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F98000000738

February 5, 1998

Florida Secretary of State
Division of Corporations
Foreign Corporation Registrations
P.O. Box 6327
Tallahassee, FL 32314

Re: Jerry Metaxas and Associates, Inc., an Alabama corporation

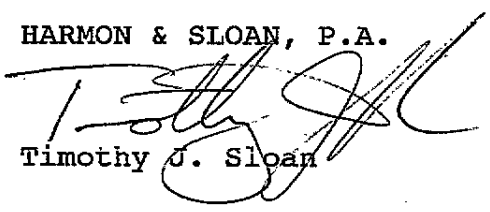
Gentlemen:

Please find enclosed an original Application for Foreign Corporation for Authorization to Transact Business in Florida, together with an original Certificate of Good Standing on the above-referenced corporation, for filing with your office. Also enclosed is my client's check in the amount of \$122.50 to cover costs.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

HARMON & SLOAN, P.A.


Timothy J. Sloan

TJS/da

Enclosure

cc: Mr. Mark Cowart
Mr. Jerome Metaxas
Mrs. Carol Metaxas

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DIVISION OF CORPORATIONS
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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. Jerry Metaxas and Associates, 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. Alabama
(State or country under the law of which it is incorporated)
3. 63-08-715-79
(FEI number, if applicable)
4. April 27, 1984
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 620 West 23rd Street, Panama City, Florida 32405

(Current mailing address)

8. Automotive Sales and Management Workshops and Any Lawful Business.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Mark Cowart

Office Address: 620 West 23rd Street

Panama City, Florida, 32405

(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.

✓ Mark Cowart
(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.

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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: Jerome A. Metaxas

Address: 1241 Branchwater Lane, Birmingham, Al. 35216

Vice Chairman: _____

Address: _____

Director: Carol Metaxas

Address: 1241 Branchwater Lane, Birmingham, Alabama 35216

Director: _____

Address: _____

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

President: Jerome Metaxas

Address: 1241 Branchwater Lane, Birmingham, Alabama 35216

Vice President: _____

Address: _____

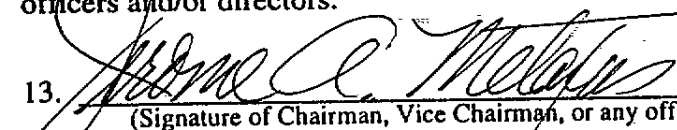
Secretary: Carol B. Metaxas

Address: 1241 Branchwater Lane, Birmingham, Alabama 35216

Treasurer: Carol B. Metaxas

Address: 1241 Branchwater Lane, Birmingham, Alabama 35216

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. Jerome A. Metaxas, President
(Typed or printed name and capacity of person signing application)



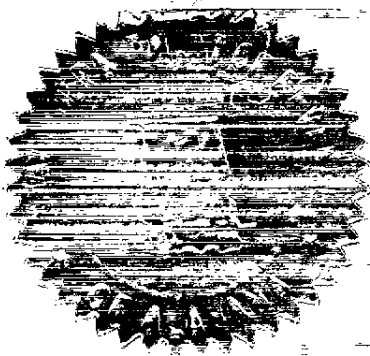
NO. **D 08572**

State of Alabama Department of Revenue

Certificate of Good Standing Domestic Corporation

I, *Cynthia Underwood*, Chief of the Individual and Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that JERRY METAXAS AND ASSOCIATES INC, a domestic corporation, incorporated in Jefferson County on April 27, 1984 has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Section(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of November 21, 1997



Cynthia Underwood
Chief, Individual and Corporate Tax Division

ATTEST:

[Signature]
Secretary

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DIVISION OF CORPORATIONS