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LAW OFFICES OF  
WILLIAM E. GUY, JR.

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STUART, FLORIDA 34995-3386

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WILLIAM E. GUY, JR.\*  
JOHN S. YUDIN\*\*

\* ALSO ADMITTED IN 9TH U.S. C.C.A.  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA

February 10, 1998

State of Florida  
Secretary of State  
Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

re: Learned Associates; Filing for Foreign Corporation

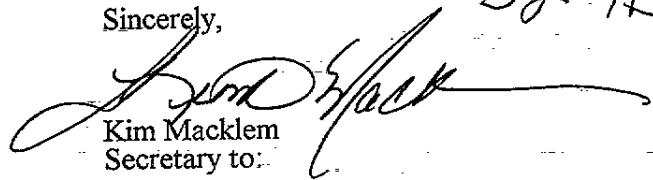
Dear Madam/Sir:

I have enclosed the following for the above referenced corporation:

1. Transmittal Letter
2. Application By Foreign Corporation For Authorization To Transact Business in Florida
3. Original Certificate of Good Standing from the State of Rhode Island
4. Check #10562 in the amount of \$70.00 for fee.

Please forward any documentation to our office to inform us that the above referenced corporation has been registered as a foreign corporation.

Sincerely,



Kim Macklem  
Secretary to:

William E. Guy, Jr.

WEG/kam

cc: Learned Associated

Enclosures - See above

100002430051--8  
02/13/98-01040-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: LEARNED ASSOCIATES, INCORPORATED  
(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:

WILLIAM E. GUY, JR.

(Name of Person)

WILLIAM E. GUY, JR. - ATTORNEY AT LAW

(Firm/Company)

55 EAST OCEAN BLVD

(Address)

STUART, FL 34994

(City/State/Zip)

FILED  
98 FEB 13 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

WILLIAM E. GUY, JR. at ( 561 ) 286-7372

(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

**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. LEARNED ASSOCIATES, 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. RHODE ISLAND 3. 05-0385261  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 10, 1980 5. "PERPETUAL"  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/10/98  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. BOX 248  
JENSEN BEACH, FL 34958-0248  
(Current mailing address)

To provide appraising and estimating services, marine surveying, consulting on insurance and related matters, holding real estate as necessary or convenient for the transaction of business, and any other business which may lawfully be transacted.  
(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: WILLIAM E. GUY, JR.

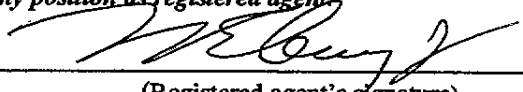
55 EAST OCEAN BLVD.

Office Address: \_\_\_\_\_

STUART, Florida, 34994  
(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)

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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: RICHARD F. LEARNED

c/o Richard Carpenter (Registered Agent)

Address: 20 Main Street

North Kingstown RI 02852

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: BARBARA WARE LEARNED

c/o Richard Carpenter (Registered Agent)

Address: 20 Main Street

North Kingstown RI 02852

Treasurer: BARBARA WARE LEARNED

c/o Richard Carpenter (Registered Agent)

Address: 20 Main Street

North Kingstown RI 02852

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

13. Richard F. Learned

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

14. \_\_\_\_\_

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

FILED  
58 FEB 13 PM 1:30  
SECRETARY OF THE  
TALLAHASSEE, FLORIDA



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

James R. Langevin, Secretary of State

The Office of the Secretary of the State of Rhode Island and Providence Plantations, HEREBY CERTIFIES, that

**LEARNED ASSOCIATES, INC.**

a Rhode Island corporation, filed original articles of incorporation in this office on the tenth day of January A.D., 1980; and

IT IS FURTHER CERTIFIED that said corporation is now of record and in good standing in this office.

SIGNED AND SEALED this  
thirtieth day of January A.D.,  
1998.

*James R. Langevin*

Secretary of State

BY *Wally E. Caxell*

Duty Authorized Agent  
Secretary of State  
Corporations Division



FILED  
98 FEB 1 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA