

F98000001033

THE COMPANY CORPORATION

113 North Market Street
Wilmington, DE 19801-1151
Phone: 302.575.0440
Fax: 302.575.1346
Toll Free: 800.542.2677
www.incorporate.com

February 11, 1998

Secretary of State - Florida

700002438047--2

-02/23/98--01111--003

*****70.00 *****70.00

RE: Cordell, Hall & Associates, Inc.

Dear Sir or Madam:

Enclosed please find Application for Certificate of Authority for the above referenced corporation along with the appropriate filing fee of \$70.00

Please file this application as quickly as possible and return confirmation to me at the above listed address.

Should you have any questions please feel free to contact me.

Sincerely,

L. Snook

Linda J. Snook
Unit Leader
Non-Delaware Filings

:ljs
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 9:46
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F98-1033

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. CORDELL, HALL, & 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. DELAWARE

(State or country under the law of which it is incorporated)

3. 59-3482399

(FEI number, if applicable)

4. OCTOBER 29, 1997

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. NA

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 10151 UNIVERSITY BOULEVARD, SUITE # 322

ORLANDO, FLORIDA 32817

(Current mailing address)

8. DEBT MANAGEMENT AND ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED.

(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:

Name: Larry Wolfe

Office Address: 200-A John A Knox Road

Tallahassee, FL 32303

, Florida ,

(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.

SEE ATTACHED

(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: WAYNE C HALL

Address: 4785 HIDDEN LANE

ST. CLOUD, FLORIDA 34771-9022

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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


14. WAYNE C HALL, PRESIDENT
(Typed or printed name and capacity of person signing application)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.

In compliance with Section 607.1503, Florida Statutes, the following is
submitted:

First, this Cordell, Hall & Associates, Inc. organized
under the laws of the state of Delaware with its principal place of
business to be located in the city of Orlando, State of Florida,
has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643
as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation,
at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provision of all statutes relative to the proper and
complete performance of my duties.

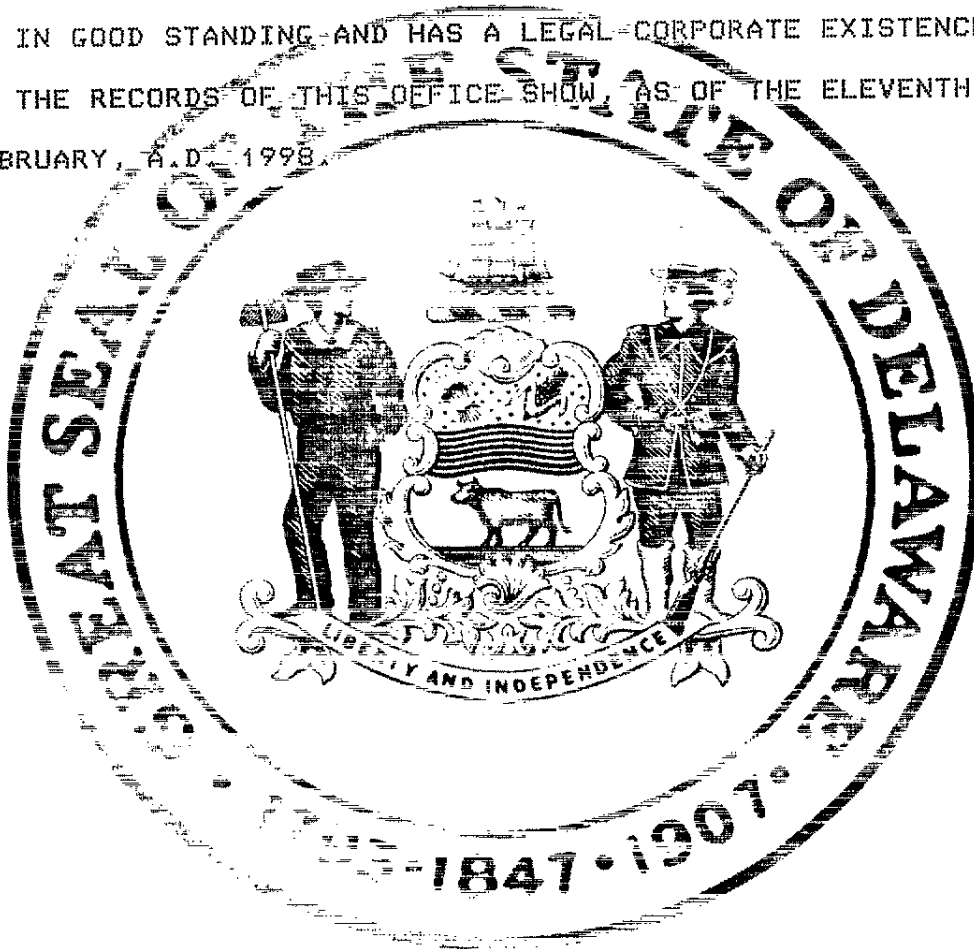

Larry Wolfe

2/11/98
Date

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORDELL, HALL, & ASSOCIATES 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 ELEVENTH DAY OF FEBRUARY, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 9:46



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8915935

DATE:

02-11-98