

F98000001285

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Sill & Associates INC
(Name of corporation - must include suffix)

700002438657--8
-02/24/98--01014--003
*****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:

BERNARD A. SILL
(Name of Person)
Sill & Associates, INC
(Firm/Company)
12233 RR 620 N. STE 102
(Address)
Austin, TX 78750
(City/State/Zip)

4158

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

BERNARD A. SILL at (512) 257-2086
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 AM 11:15
#316



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 25, 1998

BERNARD A. SILL
SILL AND ASSOCIATES, INC.
12233 RR 620 N., SUITE 102
AUSTIN, TX 78750

SUBJECT: SILL AND ASSOCIATES, INC.
Ref. Number: W98000004158

We have received your document for SILL AND ASSOCIATES, 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:

I am returning the certified copy of the articles as s. 607.1503(2), F.S., requires a foreign corporation to submit an original "certificate of existence" issued by the Texas Secretary of State within the last 90 days. Please call the Texas Secretary of State at (512) 463-5578 to request such certificate.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 898A00010568

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

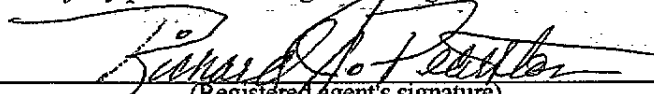
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. SILL 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. TEXAS
(State or country under the law of which it is incorporated)
3. 74-2644722
(FEI number, if applicable)
4. AUG. 05, 1992
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 2/23/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 12233 RR 620 N STE. 102
Austin, TX. 78750
(Current mailing address)
8. REPAIR of EYEGLASS FRAMES
(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: RICHARD J. PEARSTON
Office Address: 11607 MAUDARIN RD
JACKSONVILLE, Florida, 32223
(Zip Code)

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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: BERNARD A. SILL

Address: 12233 RR 620 N. STE 102
Austin, TX 78750

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: BERNARD A. SILL

Address: 12233 RR 620 N. STE 102
Austin, TX 78750

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. BERNARD A. SILL PRESIDENT
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

SILL AND ASSOCIATES, INC.
File No. 1240222-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 3, 1998.*



Alberto R. Gonzales
Secretary of State

DAE