

F 980000001375

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: W GROUP, INC.
(Name of corporation - must include suffix)

600002448406--9

-03/05/98--01084--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:

DAVID W. EATON
(Name of Person)

Wag-4989

MAIL BOXES ETC.
(Firm/Company)

6312 U.S. HIGHWAY 301 N.
(Address)

ELLENTON, FL 34222
(City/State/Zip)

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DIVISION OF CORPORATIONS
98 MAR 11 AM 10:47

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

DAVID W. EATON at (941) 729-9556
(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

P7



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 6, 1998

DAVID W. EATON
MAIL BOXES ETC.
6312 U.S. HIGHWAY 301 N.
ELLENTON, FL 34222

SUBJECT: W GROUP, INC.
Ref. Number: W98000004989

We have received your document for W GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please note that your answer in line 6 should apply ONLY to W GROUP, INC., the Connecticut corporation, and not to any sole proprietorship or any other individual or entity. Please refer to the enclosed Statutes when determining the date, if any, when this corporation first transacted business in Florida.

In section 9, please remove the extraneous language after the name DAVID W. EATON. Please also be sure that you understand that by signing you are saying that you personally can be found at this physical address during regular business hours: if this address is a mailing address only, it cannot be used.

Please also note the following: while you must use the enclosed resolution form to adopt a different name for use in Florida, you should leave the name in line 1 of the application just as it is. You may wish to call the number below to check the availability of any name you wish to adopt.

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 598A00012307

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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I, the undersigned DAVID W. EATON, do hereby certify
(Name)

that this Resolution of the Board of Directors of W GROUP, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of CONNECTICUT,

was duly adopted on JANUARY 2, 19 98.

Be it resolved, that W GROUP, INC.
(Corporate Name)

organized and existing in the State of CONNECTICUT, hereby adopts the name

W W GROUP, INC. for use in Florida.

Dated: JAN. 2, 1998

David W. Eaton
Signature of either Chairman, Vice Chairman or any officer

DAVID W. EATON, PRES.
Type or print name

**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. WV GROUP, 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. CONNECTICUT 3. 06-1505182
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 1, 1998 5. PERPETUAL
(Date of incorporation) (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. 6312 U.S. HIGHWAY 301 N.
ELLENTON, FL 34222
(Current mailing address)

8. RETAIL STORE: BUSINESS COMMUNICATIONS, UPS SHIPPING, COPIES, FAX
(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)

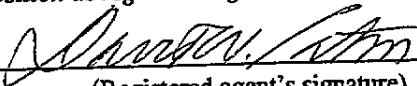
Name: DAVID W. EATON

Office Address: 6312 U.S. HIGHWAY 301 N

ELLENTON, Florida, 34222
(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: DAVID W. EATON

Address: 701 BINNACLE PT. DR.

LONGBOAT KEY, FL 34228

Vice President: PAMELA EATON

Address: 701 BINNACLE PT. DR.

LONGBOAT KEY, FL 34228

Secretary: PAMELA EATON

Address: _____

Treasurer: DAVID EATON

Address: _____

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

13. DAVID W. EATON PAMELA EATON

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

14. DAVID W. EATON, PRES. PAMELA EATON, SECRETARY

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

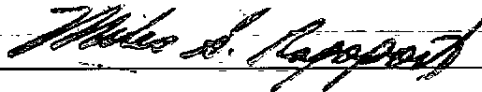
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Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

W GROUP, INC.

incorporated under the laws of Connecticut is in existence.



Secretary of the State

Date Issued: December 31, 1997

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