

F98000001703

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LEWIS & ASSOCIATES, INC.
(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:

JOHN H. LEWIS
(Name of Person)
LEWIS & ASSOCIATES, INC.
(Firm/Company)
1465 SWEETBAY CIRCLE
(Address)
PALM CITY, FL 34990
(City/State/Zip)

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*****78.75 *****78.75

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

JOHN H. LEWIS at (561) 221-1661
(Name of Person) (Area Code & Daytime Telephone Number)

99-5732
P.581

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

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 2:02



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 16, 1998

JOHN H. LEWIS
LEWIS & ASSOCIATES, INC.
1465 SWEETBAY CIRCLE
PALM CITY, FL 34990

SUBJECT: LEWIS & ASSOCIATES, INC.
Ref. Number: W98000005732

We have received your document for LEWIS & ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3515.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 398A00013971

Lewis & Associates, Inc
1465 Sweetbay Circle
Palm City, FL 34990

Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

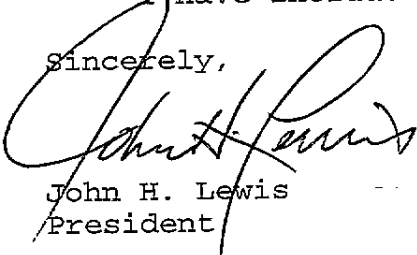
Re: Lewis & Associates, Inc.
Letter Number: 398A00013971

Dear Mr. Collins:

Erroneous information was listed on the application for Lewis & Associates, Inc. dated March 11, 1998. It was our intention to change the DBA for Alternatives, now under Jack Lewis & Associates, Inc. (Reg. # G96169000123) to Lewis & Associates, Inc., a Delaware Corporation. Although Lewis & Associates, Inc. was incorporated in 1995 in Delaware, it has not yet conducted business in Florida. Lewis & Associates, Inc. will begin to transact business in Florida upon receipt of the Florida Registration Certificate.

I have included a corrected page of the application.

Sincerely,


John H. Lewis
President

Enclosure

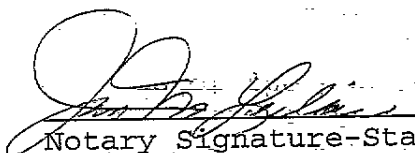
STATE OF FLORIDA
COUNTY OF Martin

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 2:02

Sworn to (or affirmed) and subscribed before me this 23 day of
March, 1998 by John H. Lewis



JAN M. LECLAIR
My Comm Exp. 3/24/2001
Bonded By Service Ins
No. CC632357
[] Personally Known [X] Other I.D.


Notary Signature-State of Florida

Personally known or Produced Identification X
Type of identification FL Driver License

**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. LEWIS & ASSOCIATES, INC., 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. DELAWARE USA 3. 65-0624538
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 16, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 17, 1995
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1465 Sweetbay Circle
Palm City, FL 34990
(Current mailing address)
8. Marketing Services, Retail Sales
(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: CT Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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)
VICKY GOLDSTEIN

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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DIVISION OF CORPORATIONS
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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: John H. Lewis

Address: 1465 Sweetbay Circle Palm City, FL 34990

Vice Chairman: Barbara S. Lewis

Address: 1465 Sweetbay Circle Palm City, FL 34990

Director: _____

Address: _____

Director: _____

Address: _____

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

President: John H. Lewis

Address: 1465 Sweetbay Circle Palm City, FL 34990

Vice President: _____

Address: _____

Secretary: Barbara S. Lewis

Address: 1465 Sweetbay Circle Palm City, FL 34990

Treasurer: John H. Lewis

Address: 1465 Sweetbay Circle Palm City, FL 34990

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

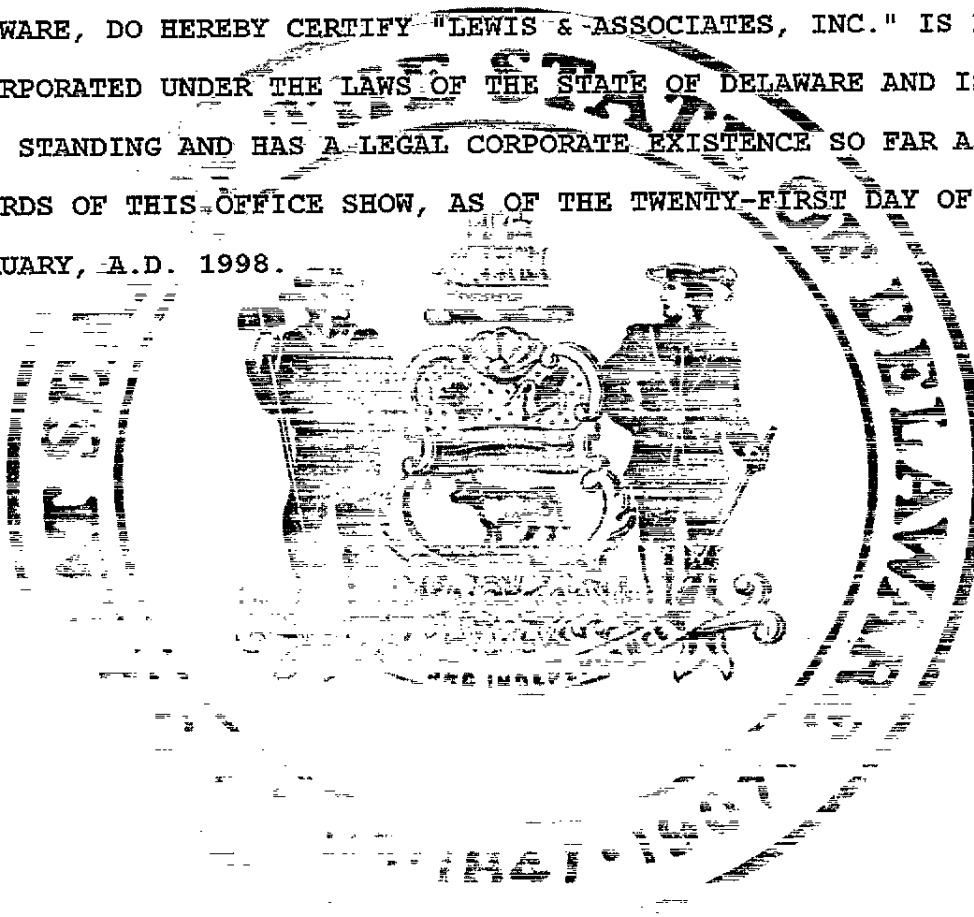
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John H. Lewis
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEWIS & 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 TWENTY-FIRST DAY OF FEBRUARY, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 PM 2:02



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2552499 8300

DATE: 8933047

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02-21-98