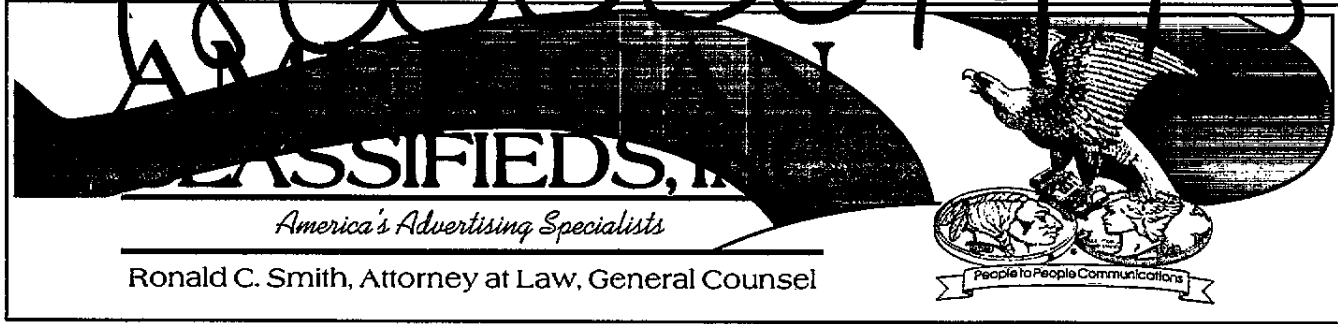


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January 16, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-01/20/98--01090--015

\*\*\*\*\*70.00 \*\*\*\*\*70.00

W98-1498

Re: Application for Authorization to Transaction Business  
The Thrifty Nickel Corp.

Dear Sir:

Enclosed are two original Application by Foreign Corporation for Authorization to Transact Business in Florida for The Thrifty Nickel Corp., a Nevada corporation, along with an original Certificate of Existence with Status in Good Standing. Also enclosed is our check in the amount of \$70.00 representing the filing fee.

Please return the acknowledgment of filing to this office. If you should require anything further, please do not hesitate to contact me.

Sincerely,

RONALD C. SMITH /bc

Ronald C. Smith

/bc  
encl.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -6 AM 8:32

mta  
3/6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 22, 1998

AMERICAN CLASSIFIEDS INC  
RONALD C. SMITH  
PO BOX 1659  
DESTIN, FL 32540-1659

SUBJECT: THE THRIFTY NICKEL CORP  
Ref. Number: W98000001498

We have received your document for THE THRIFTY NICKEL CORP and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 098A00003512

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98 APR -6 AM 8:32



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 13, 1998

AMERICAN CLASSIFIEDS INC  
RONALD C. SMITH  
PO BOX 1659  
DESTIN, FL 32540-1659

SUBJECT: THE THRIFTY NICKEL CORP  
Ref. Number: W98000001498

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

I have left several messages for you to call me, but I have not received a call; so therefore I'm writing you this letter. I have received your copy of the agreement, but that concerns a Federal Trademark. I would need documentation indicating the release of the registered trademark on our records here in Florida.

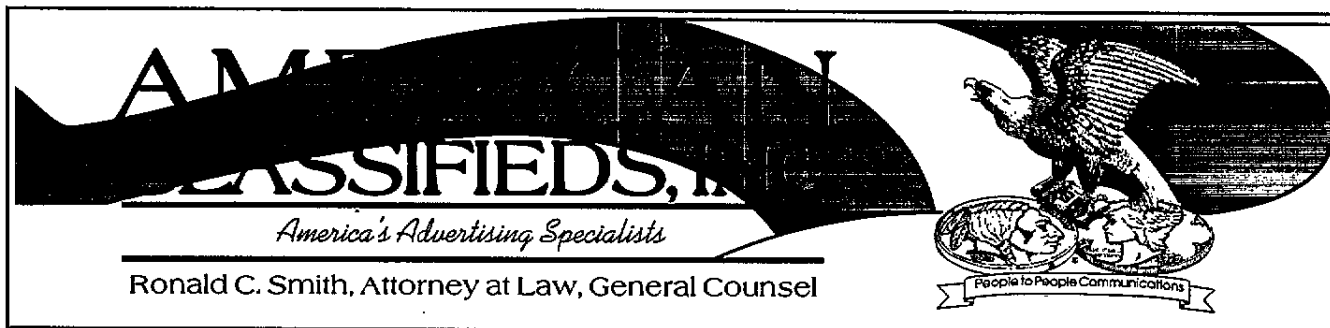
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 598A00013820

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DIVISION OF CORPORATIONS  
98 APR -6 AM 8:32



March 30, 1998

Florida Department of State  
Division of Corporations  
Attn: Michael Mays  
Document Specialist  
Post Office Box 6327  
Tallahassee, FL 32314

Re: The Thrifty Nickel Corp.; Ref. No. W98000001498

Dear Mr. Mays:

Again as a follow-up to your conversation with my assistant regarding the Application by Foreign Corporation for Authorization to Transact Business in Florida for The Thrifty Nickel Corp., please allow this correspondence to act as confirmation that the Thrifty Nickel Want Ads trademarks number T15257 and number 929751 registered with the Florida Department of State on November 13, 1991, and June 15, 1983, respectively are trademarks owned by the Nevada corporation known as "The Thrifty Nickel Corp." Robert L. Christensen, as majority shareholder of American Classifieds, Inc., the parent company of the Thrifty Nickel newspapers, hereby grants authorization for the corporation known as "The Thrifty Nickel Corp." to transact business in Florida.

If you should require anything further, please do not hesitate to contact me. If not, please return the filed Certificate of Authority to Transact Business to this office.

Sincerely,

Ronald C. Smith

/bc

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DIVISION OF CORPORATIONS  
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**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. The Thrifty Nickel Corp.

(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. Nevada

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. 11/21/97

(Date of Incorporation)

5. perpetual

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

6. 12/1/97

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 20011 Emerald Coast Parkway

Destin, FL 32451

(Current mailing address)

8. Holding Company

(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

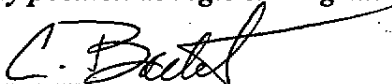
Tallahassee

, Florida, 32301

(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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SECRETARY OF STATE  
98 APR -6 AM 8:32  
TALLAHASSEE, FLORIDA

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: Kimberly S. Modlin

Address: 20011 Emerald Coast Parkway, Destin, FL 32541

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

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

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

President: James Boling

Address: 20011 Emerald Coast Parkway, Destin, FL 32541

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

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

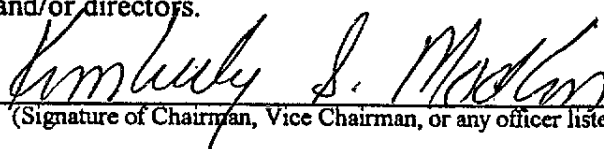
Secretary: Kimberly S. Modlin

Address: 20011 Emerald Coast Parkway, Destin, FL 32541

Treasurer: Kimberly S. Modlin

Address: 20011 Emerald Coast Parkway, Destin, FL 32541

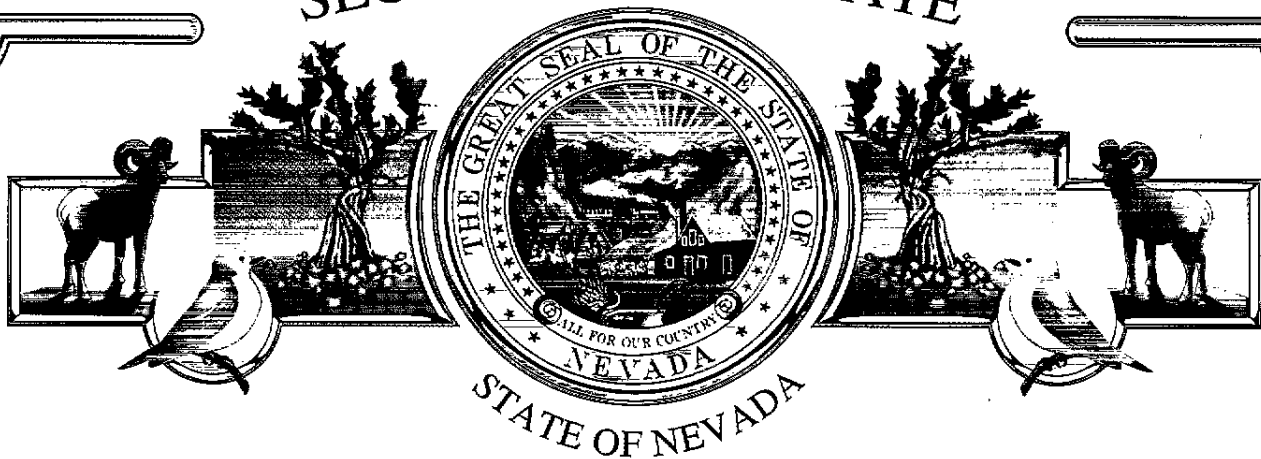
**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Kimberly S. Modlin, Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -6 AM 8:32

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THE THRIFTY NICKEL CORP.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since November 21, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office,  
Carson City, Nevada, on November 21, 1997.



*Dean Heller*

Secretary of State

By

*J. Ryan*

Certification Clerk

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DIVISION OF CORPORATIONS  
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