



THE UNITED STATES
CORPORATION
COMPANY

F980000002272

ACCOUNT NO. : 072100000032

REFERENCE : 782679 7115617

AUTHORIZATION : Patricia Pizub

COST LIMIT : \$ 122.50

ORDER DATE : April 15, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 782679-005

CUSTOMER NO: 7115617

CUSTOMER: Mr. Jim Dowler
Ms. Pat Dowler
Suite 2108
1 Harbourside Drive
Delray Beach, FL 33483

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 PM 4:07

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FOREIGN FILINGS

W98-8555

NAME: PADCO ENTERPRISES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1998

CSC

SUBJECT: PADCO ENTERPRISES, INC.
Ref. Number: W98000008555

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 898A00020496

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98 APR 21 PM 3:21
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**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. PADCO ENTERPRISES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of 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 3. 65-0697298
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. SEPTEMBER 12, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON AUTHORIZATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.))
7. 1 HARBOURSIDE DRIVE, #2108
DELRAY BEACH, FL 33483
(Current mailing address)
8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS
MAY BE ORGANIZED UNDER FLORIDA LAW.
(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: Patricia A. Dowler
Office Address: 1 HARBOURSIDE DRIVE, #2108
DELRAY BEACH, Florida, 33483
(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.

By: Patricia A. Dowler
(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: PATRICIA A. DOWLER

Address: 1 HARBOURSIDE DRIVE, #2108
DELRAY BEACH, FL 33483

Vice Chairman: _____

Address: _____

Director: KATHY A. KUSHAY

Address: 15345 WHISPERING WILLOW DRIVE
WELLINGTON, FL 33414

Director: _____

Address: _____

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

President: PATRICIA A. DOWLER

Address: 1 HARBOURSIDE DRIVE, #2108
DELRAY BEACH, FL 33483

Vice President: _____

Address: _____

Secretary: JAMES V. DOWLER JR.

Address: 1 HARBOURSIDE DRIVE, #2108
DELRAY BEACH, FL 33483

Treasurer: PATRICIA A. DOWLER

Address: 1 HARBOURSIDE DRIVE #2108
DELRAY BEACH, FL 33483

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

13. Patricia A. Dowler, Chairman & President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. PATRICIA A. DOWLER CHAIRMAN & PRESIDENT
(Typed or printed name and capacity of person signing application)

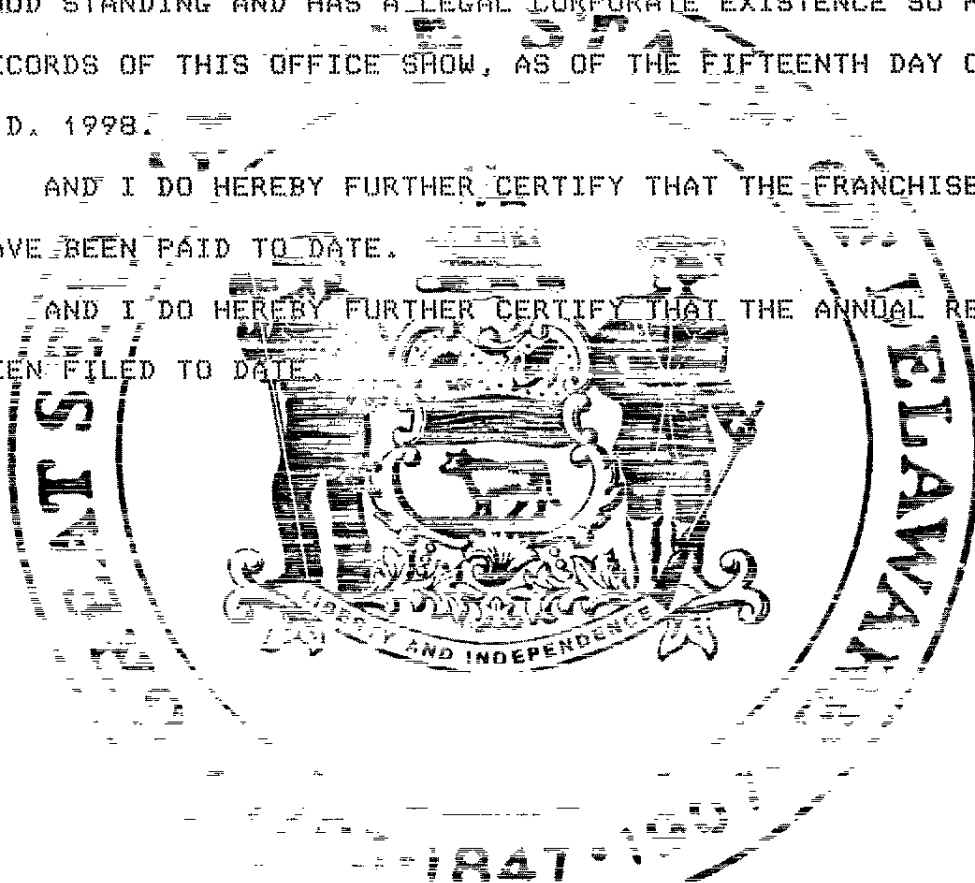
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PADCO ENTERPRISES, 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 FIFTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 PM 4:08



Edward J. Freel

Edward J. Freel, Secretary of State

2662196 8300

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AUTHENTICATION:

9028095

DATE:

04-15-98