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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Third STATE INDUSTRIES 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:

JAMES D. AKER
(Name of Person)

Third STATE INDUSTRIES INC.
(Firm/Company)

6835 NAKCOSSER Rd - SUITE #21
(Address)

ORLANDO, FL - 32822
(City, State and Zip Code)

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

JAMES AKER at (407) 277-7003 or 823-9477
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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. THIRD STATE INDUSTRIES, 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. DELAWARE 3. 59-3494684
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-4-98 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. HAVEN'T STARTED
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 6835 NARCOOSSEE, RD - SUITE #21
ORLANDO FL - 32822
(Current mailing address)

8. BOTTLING & SALES OF NUTRITIONAL DRINK
(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:

Name: JAMES D. AKER

Office Address: 6835 NARCOOSSEE, RD - SUITE #21

ORLANDO, Florida, 32822
(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.

James D. Aker
(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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TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JAMES D. AKER

Address: 12343 NARCOOSSEE RD

ORLANDO, FL - 32827

Vice President: JANICE NEWHAM

Address: 1416 WINN AVE.

ORLANDO, FL - 32806

Secretary: HAZEL M. AKER

Address: 12343 NARCOOSSEE RD.

ORLANDO, FL - 32827

Treasurer: LOUIE NEWHAM

Address: 1416 WINN AVE.

ORLANDO, FL - 32806

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

13.

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

14.

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

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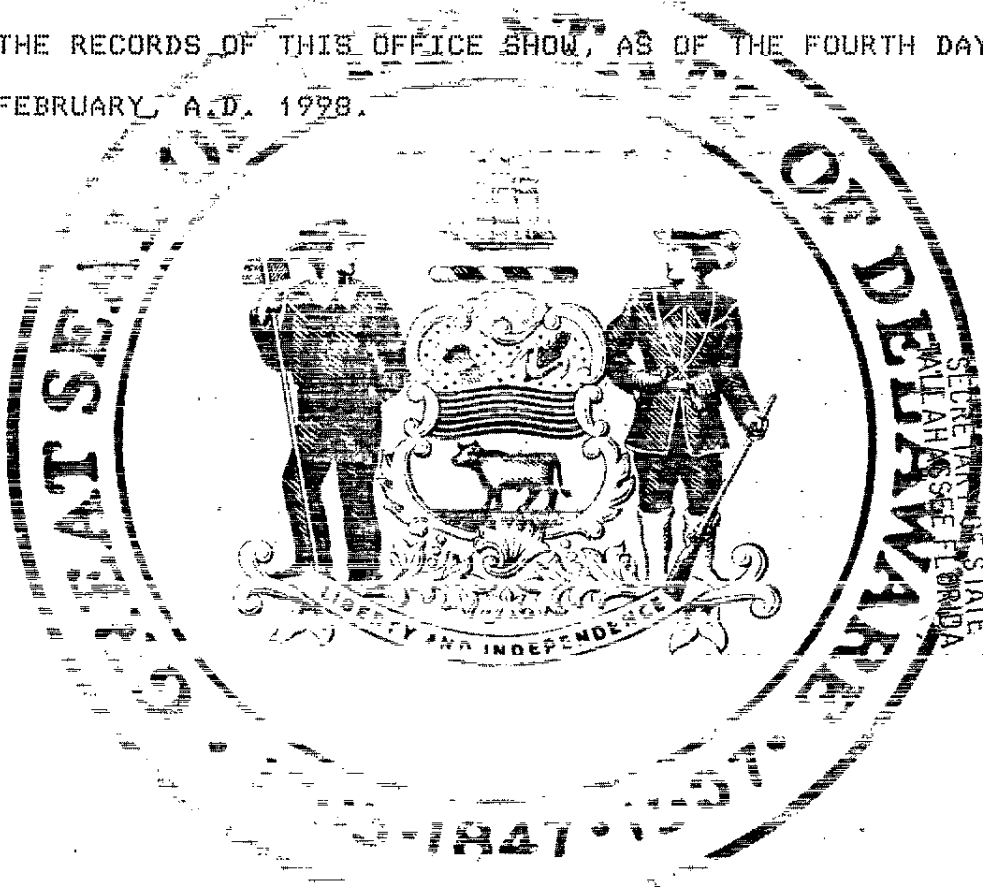
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THIRD STATE INDUSTRIES, 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 FOURTH DAY OF FEBRUARY, A.D. 1978.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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