

F98000002448

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

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

600002486176-- 1  
-04/13/98--01034--002  
\*\*\*\*\*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:

W98-8205

OLEN M. BAILEY, JR.  
(Name of Person)

BAILEY LAW FIRM, PC  
(Firm/Company)

5050 PIPLAR AVENUE, STE 1710  
(Address)

MEMPHIS, TN 38157  
(City/State/Zip)

LA  
4/30  
FILED  
98 APR 30 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

OLEN M. BAILEY, JR at (901) 763-0125  
(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

9pgs

**THE BAILEY LAW FIRM**  
**A PROFESSIONAL CORPORATION**

Olen M. "Mac" Bailey, Jr.\*

5050 Poplar Avenue, Suite 1710  
Memphis, Tennessee 38157  
Voice 901-763-0125  
Fax 901-763-1250  
E-mail mbailey@memphisonline.com

\*Admitted to practice law in MS and TN

VIA UPS NEXT DAY AIR

April 8, 1998

State of Florida  
Qualification / Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Graywolf, Inc.  
Application for Certificate of Authority

Dear Sir/Madam:

Enclosed please the following:

1. Signed Original Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Original Acceptance of Appointment;
3. Original Certificate of Existence issued March 10, 1998; and
4. Check in the amount of \$70.00 as filing fee.

Thank you.

Sincerely,



Olen M. "Mac" Bailey, Jr.

OMB:tdw  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 13, 1998

OLEN M. BAILEY, JR.  
BAILEY LAW FIRM, PC  
5050 POPLAR AVENUE STE 1710  
MEMPHIS, TN 38157

SUBJECT: GRAYWOLF, INC.  
Ref. Number: W98000008205

We have received your document for GRAYWOLF, 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 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.)
- ✓ 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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 998A00019601

# THE BAILEY LAW FIRM

## A PROFESSIONAL CORPORATION

Olen M. "Mac" Bailey, Jr.\*

5050 Poplar Avenue, Suite 1710  
Memphis, Tennessee 38157  
Voice 901-763-0125  
Fax 901-763-1250

\*Admitted to practice law in MS and TN

E-mail mbailey@memphisonline.com

April 24, 1998

Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Graywolf, Inc.  
Application for Certificate of Authority

Dear Lee:

Enclosed please corrected signed Original Application by Foreign Corporation for Authorization to Transact Business in Florida.

If you have any further questions, please do not hesitate to contact me by telephone or by mail.

Thank you.

Sincerely,



Olen M. "Mac" Bailey, Jr.

OMB:tdw  
Enclosures

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED  
98 APR 30 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned JAY T. McCARTY, do hereby certify  
(Name)

that this Resolution of the Board of Directors of GRAYWOLF, INC.  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of TENNESSEE,  
was duly adopted on APRIL 17, 19 98.

Be it resolved, that GRAYWOLF, INC.  
(Corporate Name)  
organized and existing in the State of TENNESSEE, hereby adopts the name  
GRAYWOLF PROTECTIVE SERVICES, INC. for use in Florida.

Dated: APRIL 17, 1998

X Jay T. McCarty President  
Signature of either Chairman, Vice Chairman or any officer

JAY T. McCARTY, PRESIDENT  
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. GRAYWOLF, 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. TENNESSEE (State or country under the law of which it is incorporated) 3. 62-1612348 (FEI number, if applicable)

4. 08/09/95 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1679 SHELBY OAKS DRIVE NORTH, SUITE 2 MEMPHIS, TN 38134 (Current mailing address)

8. SECURITY SERVICES (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.

SEE ATTACHED

(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.

FILED 98 APR 30 AM 9:19 SECRETARY OF STATE TALLAHASSEE FLORIDA


**ACCEPTANCE OF APPOINTMENT**

RE: **Graywolf, Inc.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: April 4th, 1998

C T CORPORATION SYSTEM

By   
John J. Linnihan,  
Asst. Vice President

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

98 APR 30 AM 9:19

**FILED**

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: JAY T. McCARTY

Address: 1679 SHELBY OAKS DRIVE NORTH, SUITE 2  
MEMPHIS, TN 38134

Vice Chairman: RICHARD ANDREW WILLIS

Address: 1679 SHELBY OAKS DRIVE NORTH, SUITE 2  
MEMPHIS, TN 38134

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

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

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

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

FILED  
98 APR 30 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

President: JAY T. McCARTY

Address: 1679 SHELBY OAKS DRIVE NORTH, SUITE 2  
MEMPHIS, TN 38134

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

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

Secretary: RICHARD ANDREW WILLIS

Address: 1679 SHELBY OAKS DRIVE NORTH, SUITE 2  
MEMPHIS, TN 38134

Treasurer: \_\_\_\_\_

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

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

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

14. JAY T. McCARTY, PRESIDENT  
(Typed or printed name and capacity of person signing application)



Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 03/10/1998  
REQUEST NUMBER: 3469-0131A  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 08/09/1995  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0298682  
JURISDICTION: TENNESSEE

TO:  
THE BAILEY LAW FIRM  
5050 POPLAR AV #1710  
ATN:JILL TAYLOR  
MEMPHIS, TN 38157

REQUESTED BY:  
THE BAILEY LAW FIRM  
5050 POPLAR AV #1710  
ATN:JILL TAYLOR  
MEMPHIS, TN 38157

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"GRAYWOLF, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED WITH THIS OFFICE; AND  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED  
98 APR 30 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 03/10/98

FROM:  
THE BAILEY LAW FIRM  
PO BOX 770450  
MEMPHIS, TN 38177-0000

RECEIVED: FEES \$50.00 \$50.00  
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00002265126  
ACCOUNT NUMBER: 00259907



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE