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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

600002518836--2
-05/11/98--01095--004
*****78.75 *****78.75

SUBJECT: SOUTHERN STATES WHOLESALE, 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:

ANDREW WILLIAM CLARK

(Name of Person)

CLARK & ROGERS, P.C.

(Firm/Company)

POST OFFICE BOX 1997

(Address)

THOMASVILLE, GEORGIA 31997

(City/State/Zip)

FILED
98 MAY - 8 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ANDREW WILLIAM CLARK

(Name of Person)

at (912) 228-5400

(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

5/11/98

**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. SOUTHERN STATES WHOLESALE 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. Georgia

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

3. 58-2377035

(FEI number, if applicable)

4. 02-20-98

(Date of Incorporation)

5. Perpetual

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

6. 04-28-98

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

7. Post Office Box 1997

Thomasville, GA 31792

(Current mailing address)

8. Wholesale Jewelry

(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: Jeff Wigelsworth

Office Address: 1313 S. E. 11th Avenue

Ocala

Florida, 34471

(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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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: Steve Hufstetler

Address: 6200 Dillon Road

Thomasville, GA 31757

Vice Chairman: Jeff Wigelsworth

Address: 1313 S. E. 11th Avenue

Ocala, FL 34471

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: Steve Hufstetler

Address: 6200 Dillon Road

Thomasville, GA 31757

Vice President: Jeff Wigelsworth

Address: 1313 S. E. 11th Avenue

Ocala, FL 34471

Secretary: Steve Hufstetler

Address: 6200 Dillon Road

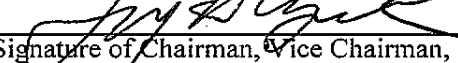
Thomasville, GA 31757

Treasurer: Steve Hufstetler

Address: 6200 Dillon Road

Thomasville, GA 31757

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. Jeff Wigelsworth, Vice Chairman
(Typed or printed name and capacity of person signing application)

ADDENDUM

Assistant Secretary: Andrew William Clark

Address: 123 East Washington Street

Thomasville, GA 31272

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TALLAHASSEE, FLORIDA

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 981100107
CONTROL NUMBER : 9807627
DATE INC/AUTH/FILED: 02/20/1998
JURISDICTION : GEORGIA
PRINT DATE : 04/20/1998
FORM NUMBER : 211

CLARK & ROGERS, P.C.
ANDREW WILLIAM CLARK
P O BOX 1997
THOMASVILLE GA 31799-1997

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TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**SOUTHERN STATES WHOLESALE, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

