

F98000003107

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HARCOURT ENTERPRISES 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:

WILLIAM L. HARCOURT
(Name of Person)
HARCOURT ENTERPRISES INC.
(Firm/Company)
2447 GRASSLANDS COURT
(Address)
SPRING HILL, FL 34606
(City/State/Zip)

FILED
98 JUN - 1 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****78.75 *****78.75

WILLIAM HARCOURT at (609) 734-8032
(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

6/6/98

**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. HARCOURT ENTERPRISES 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. 59-3500808
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JANUARY 29, 1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. PENDING RECEIPT OF AUTHORIZATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2447 GRASSLANDS COURT
SPRING HILL, FL 34606
(Current mailing address)
8. BUSINESS CONSULTING, COLLECTIBLE RESALE, & ANY LAWFUL ACT OR
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: WILLIAM HARCOURT
- Office Address: 2447 GRASSLANDS COURT
SPRING HILL, FL, Florida, 34606
(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.

William L. Harcourt
(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: WILLIAM L. HARCOURT

Address: 2447 GRASSLANDS COURT
SPRING HILL, FL 34606

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: WILLIAM L. HARCOURT

Address: 2447 GRASSLANDS COURT
SPRING HILL, FL 34606

Vice President: SAME AS PRESIDENT

Address: _____

Secretary: SAME AS PRESIDENT

Address: _____

Treasurer: SAME AS PRESIDENT

Address: _____

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

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

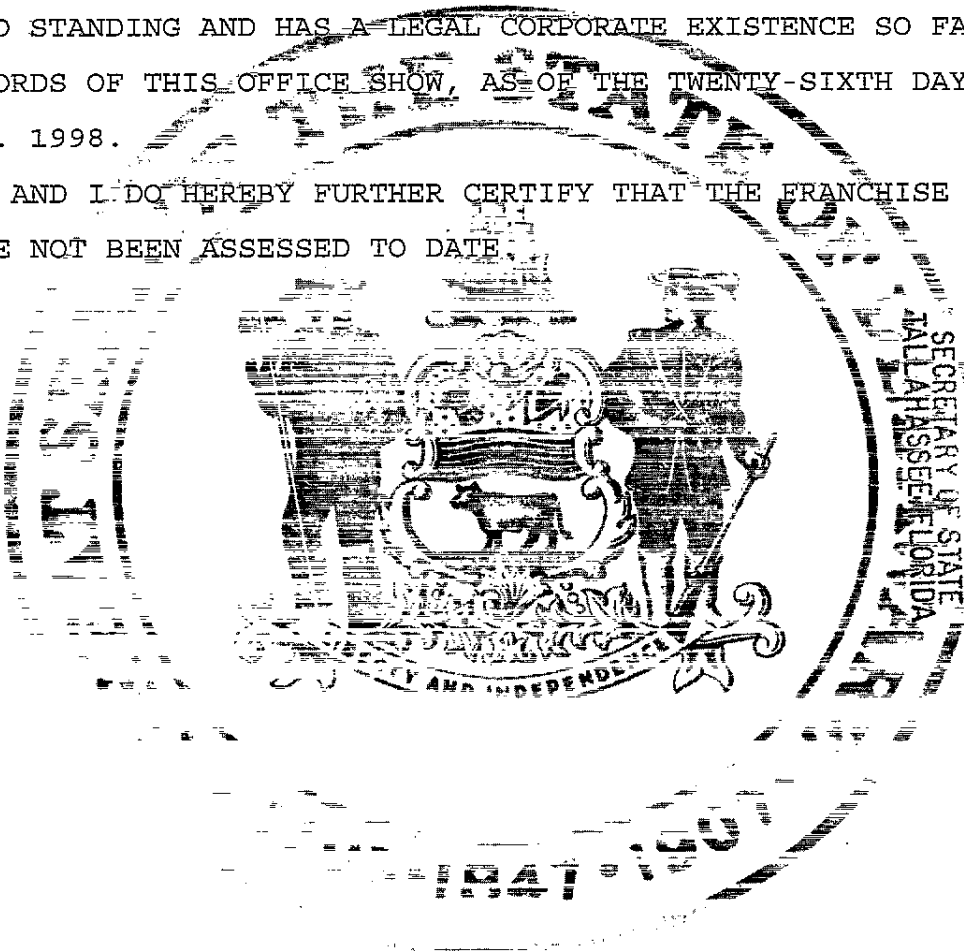
14. WILLIAM L. HARCOURT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARCOURT 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 TWENTY-SIXTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: