

798000003109

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BENTLEY COMMERCIAL, LTD., 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 C. BARCLAY

(Name of Person)

BENTLEY COMMERCIAL, LTD., INC.

(Firm/Company)

P.O. DRAWER 35188

(Address)

SARASOTA, FL 34242

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

JAMES C. BARCLAY at (941) 346-7517

(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

W98-10510

6/2/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 8, 1998

JAMES C. BARCLAY
BENTLEY COMMERCIAL, LTD., INC.
P.O. DRAWER 35188
SARASOTA, FL 34242

SUBJECT: BENTLEY COMMERCIAL, LTD., INC.
Ref. Number: W98000010510

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for BENTLEY COMMERCIAL, LTD., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

I am returning the certified copy of the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Georgia Secretary of State within the last 90 days. Please contact the Georgia Secretary of State at (404) 656-2817 to request such certification.

Please state a mailing address in in block 7.

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.)

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 198A00025619

**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. BENTLEY COMMERCIAL, LTD., 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 3. 58 168 4783
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/4/86 5. PERPETUAL
(Date of incorporation) (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. P.O. DRAWER 35188
SARASOTA, FL 34278
(Current mailing address)

8. WHOLESALE RAW MATERIALS
(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: JAMES C. BARCLAY

Office Address: 1251 Southport Drive

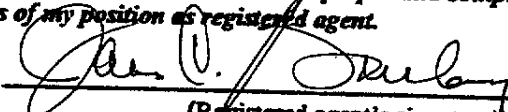
SARASOTA, Florida, 34242
(Zip code)

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TALLAHASSEE, FLORIDA

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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.

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: JAMES C. BARCLAY

Address: 1251 Southport Drive, SARASOTA, FL 34242

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: JAMES C. BARCLAY

Address: 1251 Southport Drive, SARASOTA, FL 34242

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. James C. Barclay, Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JAMES C. BARCLAY, CHAIRMAN

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

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

DOCKET NUMBER : 981350721
CONTROL NUMBER : 8611793
DATE INC/AUTH/FILED: 08/04/1986
JURISDICTION : GEORGIA
PRINT DATE : 05/15/1998
FORM NUMBER : 211

BENTLEY COMMERCIAL, LTD.
P.O. DRAWER 35188
SARASOTA FL 34278

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SECRETARY OF STATE
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

**BENTLEY COMMERCIAL, LTD.
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

