

F9800000378/

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SEABOARD PROPERTIES, 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 N. Asma
(Name of Person)

William N. ASMA P.A
(Firm/Company)

886 S. DIHARD ST.
(Address)

WINTER GARDEN, FL 34787
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -2 AM 9:26

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

200002509712--0
-05/04/98--01083--001
*****78.75 *****78.75

William N. Asma at (407) 656-5750
(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

W98-10008
7/2/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1998

WILLIAM N. ASMA
WILLIAM N. ASMA, P.A.
886 S. DILLARD ST.
WINTER GARDEN, FL 34787

SUBJECT: SEABOARD PROPERTIES, INC.
Ref. Number: W98000010008

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98 JUL -2 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SEABOARD PROPERTIES, 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):

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.

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: 198A00024530

WILLIAM N. ASMA, P.A.

886 SOUTH DILLARD STREET
WINTER GARDEN, FL 34787
407 656-5750
FAX: 407 656-0486

May 30, 1998

Florida Department of State
Division of Corporations
Agnes Lunt
P. O. Box 6327
Tallahassee, Florida 32314

RE: SEABOARD PROPERTIES, INC.

Dear Clerk:

Enclosed please find the amended corporate resolution and application. If you have any questions, please feel free to call.

Sincerely,



William N. Asma

wna
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

WILLIAM N. ASMA
WILLIAM N. ASMA, P.A.
886 S. DILLARD ST.
WINTER GARDEN, FL 34787

SUBJECT: SEABOARD PROPERTIES, INC.
Ref. Number: W98000010008

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98 JUL -2 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SEABOARD PROPERTIES, 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):

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If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 298A00030659



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
JUN 15 1998

June 10, 1998

WILLIAM N. ASMA
WILLIAM N. ASMA, P.A.
886 S. DILLARD ST.
WINTER GARDEN, FL 34787

SUBJECT: SPI, INC.
Ref. Number: W98000010008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SPI, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 998A00032515

WILLIAM N. ASMA, P.A.

886 SOUTH DILLARD STREET
WINTER GARDEN, FL 34787
407 656-5750
FAX: 407 656-0486

June 30, 1998

Agnes Lunt
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: SPI OF FLORIDA, INC.

Dear Ms. Lunt:

The third time should be a charm. Enclosed please find the amended corporate resolution adopting the name of **SPI of Florida, Inc.** Please forward to my office a copy of the articles once filed. Thank you for your cooperation.

Sincerely,



William N. Asma


WNA/sm
Enclosure

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned John Munding, do hereby certify that this Resolution of the Board of Directors of Seaboard Properties, Inc. a corporation duly organized and existing under the laws of the State of Nevada, was duly adopted on May 20, 1998. Be it resolved, that Seaboard Properties, Inc. organized and existing in the State of Nevada, hereby adopts the name : SPI OF CENTRAL FLORIDA, INC.

Dated: May 20, 1998


Signature of either Chairman, Vice Chairman or any officer

(J/m)

John Munding
Type or print name

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98 JUL -2 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Seaboard Properties, 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. Nevada, U.S.A. 3. 59-3252596
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 20, 1994 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. 4270 Aloma Ave., #124-61B, Winter Park, FL 32792
(Current mailing address)

8. Invest in Real Estate
(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: William N. Asma, P.A.
- Office Address: 886 S. Dillard St.
Winter Garden, Florida, 34787
(Zip code)

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SECRETARY OF STATE
TAMM HALL
TALLAHASSEE, FLORIDA

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) William N. Asma

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: John Munding

Address: 4270 Aloma Ave., #124-61B

Winter Park, FL 32792

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: John Munding

Address: 4270 Aloma Ave., #124-61 B

Winter Park, FL 32792

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.

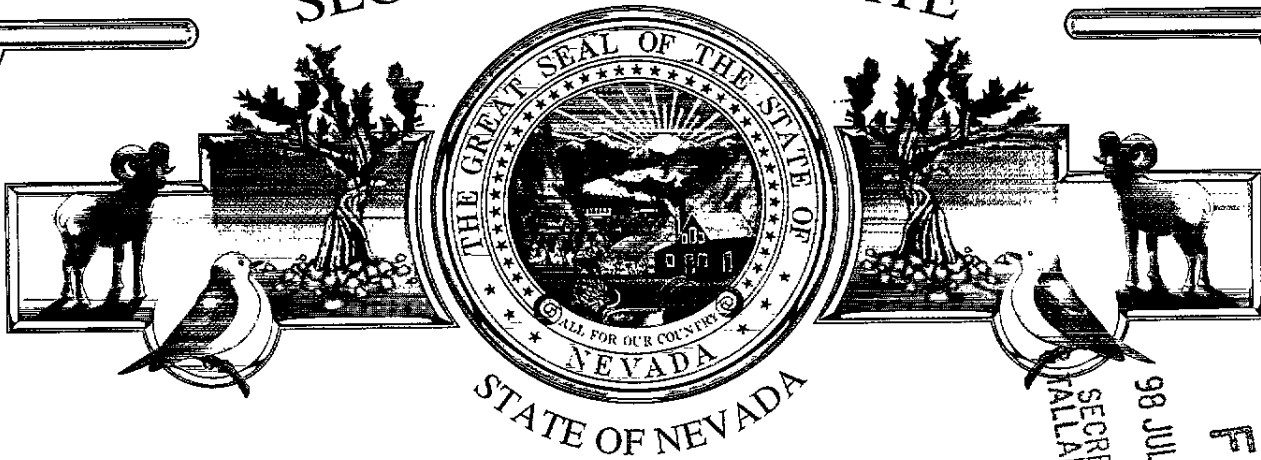
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

John Munding, President

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SEABOARD PROPERTIES, INC.** as a Corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 20, 1994, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on April 21, 1998.



Dean Heller

Secretary of State

By

Angela Jaworski

Certification Clerk