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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

James Crystal Holdings, Inc

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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DIVISION OF CORPORATION
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JUL 28 1998

Thanks, Melanie ☺

AD 7/28

James Crystal Enterprises, L.C.
a Florida limited liability company
4401 S. Ocean Blvd., #7
Highland Beach, Florida 33487
Ph.: 561-616-6602
Fax: 561-616-6603

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July 27, 1998

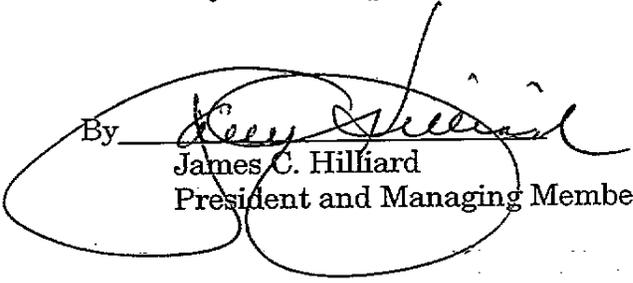
Re: Application of James Crystal Holdings, Inc., a Delaware corporation

To Whom It May Concern:

James Crystal Enterprises, L.C. ("Enterprises Florida"), a Florida limited liability company, is an affiliate of James Crystal Holdings, Inc., a Delaware corporation. James C. Hilliard is the President and controlling shareholder of James Crystal Holdings, Inc., and also is the President, Managing Member, and a member of Enterprises Florida. Enterprises Florida hereby gives its consent to James Crystal Holdings, Inc., to use the name of James Crystal Holdings, Inc., in its Application by Foreign Corporation for Authorization to Transact Business in Florida.

James Crystal Enterprises, L.C.

By


James C. Hilliard

President and Managing Member

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. James Crystal Holdings, 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 (State or country under the law of which it is incorporated) 3. 65-0843333 (FEI number, if applicable)

4. April 20, 1998 (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 817.156, F.S.))

7. 4401 S. Ocean Blvd., #7, Highland Beach, Florida 33487 (Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under General Corporation Law of Delaware. (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: Name: C T Corporation System Office Address: c/o C T Corporation System, 1200 South Pine Island Road Plantation, Florida, 33324 (Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Jonnie Bryan (Registered agent's signature) (Officer) JONNIE BRYAN SPECIAL ASSISTANT SECRETARY (Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: James C. Hilliard

Address: 4401 S. Ocean Blvd., #7

Highland Beach, Florida 33487

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: James C. Hilliard

Address: 4401 S. Ocean Blvd., #7

Highland Beach, Florida 33487

Vice President: _____

Address: _____

Secretary: James C. Hilliard

Address: 4401 S. Ocean Blvd., #7

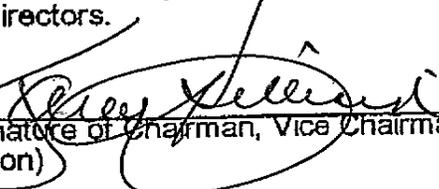
Highland Beach, Florida 33487

Treasurer: James C. Hilliard

Address: 4401 S. Ocean Blvd., #7

Highland Beach, Florida 33487

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. James C. Hilliard, President
(Typed or printed name and capacity of person signing application)

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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 "JAMES CRYSTAL HOLDINGS, 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-FOURTH DAY OF JULY, A.D. 1998.

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

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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9215458

DATE:

07-24-98