

F98000004560



ACCOUNT NO. : 072100000032

REFERENCE : 918902 41841A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia P. J. J.*

ORDER DATE : August 6, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 918902-005

100002611761- -3

CUSTOMER NO: 41841A

CUSTOMER:

Mr. Serge J. Descent  
3235 Fairfield Avenue South

St. Petersburg, FL 33712

FOREIGN FILINGS

NAME: DL HOLDINGS, INC.

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98 AUG 10 AM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

W98-18105

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

RECEIVED  
98 AUG 10 PM 12:23  
DIVISION OF CORPORATION  
*8/11/98*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 10, 1998

CSC

SUBJECT: DL HOLDINGS, INC.  
Ref. Number: W98000018105

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A photocopy of the certificate of existence is not acceptable.

ORIGINAL SIGNATURES ARE REQUIRED ON THE ENCLOSED DOCUMENTS.

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: 198A00041566

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

# 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. DL 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. 59-3506306

(FBI number, if applicable)

4. 10/01/97

(Date of Incorporation)

5. PERPETUAL

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

6. UPON FILING

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

7. 3235 FAIRFIELD AVENUE S., ST PETERSBURG, FL 33714

(Current mailing address)

8. to engage in all lawful act or activity for which corporations may

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. he organized under state law applicable  
Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

By: George Massih (Registered agent's signature)  
Corporation Service Company

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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

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

14. JACKS P. ESCOBAR  
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 AUG 10 AM 11:04

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# DL HOLDINGS INC.

## Corporate Summary as of

1. STATE OF INCORPORATION *DELEWARE*
2. DATE OF INCORPORATION *OCTOBER 1, 1997*
3. ADDRESS OF PRINCIPAL EXECUTIVE OFFICES  
*3235 FAIRFIELD AVENUE S.  
ST. PETERSBURG, FL 33712*
4. NAME(S) OF INCUMBENT DIRECTOR(S)  
*TIM O'HARA 3235 Fairfield Ave. South, St. Petersburg, FL 33712*  
*JACK S. DESCENT 3235 Fairfield Ave. South, St. Petersburg, FL 33712*
5. NAME(S) OF INCUMBENT OFFICER(S)  
President: *TIM O'HARA*  
Vice-President: *JACK S. DESCENT*  
Vice-President:  
Secretary: *JACK S. DESCENT*  
Assistant Secretary:  
Treasurer:
6. NAME OF BANK *FIRST UNION NAT'L BANK*
7. NAME(S) OF AUTHORIZED CHECK SIGNER(S)  
*TIM O'HARA OR*  
*JACK S. DESCENT*

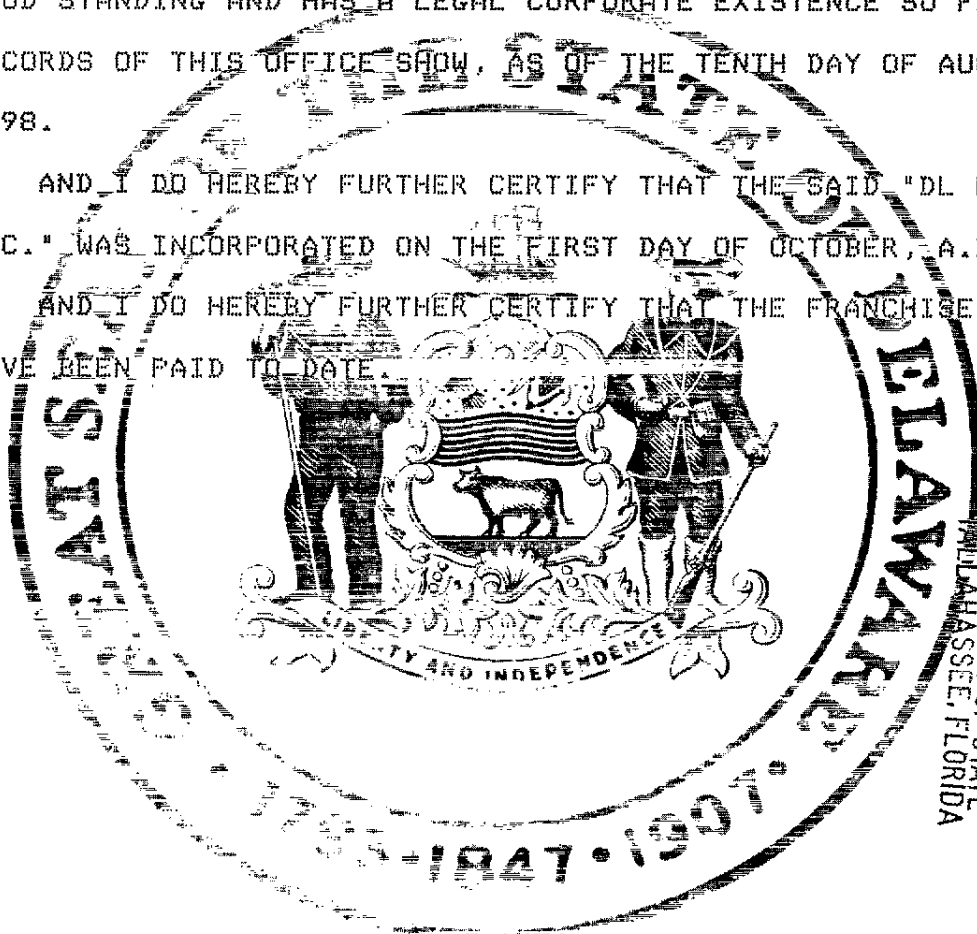
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DL 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 TENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DL HOLDINGS INC." WAS INCORPORATED ON THE FIRST DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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98 AUG 10 AM 11:04

SECRETARY OF STATE  
MILLSVILLE, FLORIDA

Edward J. Freel, Secretary of State

2802150 8300

981311125

AUTHENTICATION:

DATE:

9242998

08-10-98