

F98000004691



1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 8/17/98 11:00 AM

FILED 98 AUG 17 PM 3:41 SECRETARY OF STATE TALLAHASSEE, FLORIDA

CERTIFIED COPY

CUS

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FILING For. qual.

1.) B & M Sarasota Acquisition Sub, Inc. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

6.) (CORPORATE NAME & DOCUMENT #)

7.) (CORPORATE NAME & DOCUMENT #) W98-18650

8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #) 8/17/98

900002617029--1 -08/17/98--01019--005 *****70.00 *****70.00

SPECIAL INSTRUCTIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 17, 1998

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
TALLAHASSEE, FL 32303

SUBJECT: B & M SARASOTA ACQUISITION SUB, INC.
Ref. Number: W98000018650

FILED
98 AUG 17 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for B & M SARASOTA ACQUISITION SUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.)

A brief description of the entity's nature of business must be included in the document.

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: 798A00042458

Corvante
8/17/98

RECEIVED
98 AUG 17 PM 2:46
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 17, 1998

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
TALLAHASSEE, FL 32303

SUBJECT: B & M SARASOTA ACQUISITION SUB, INC.
Ref. Number: W98000018650

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Agnes Lunt
Document Specialist

Letter Number: 798A00042458

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

FILED
98 AUG 11 PM 3:44
SECRET
TALLAHASSEE, 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. B & M Sarasota Acquisition Sub, 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. Tennessee 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 30, 1998 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. 1951 67th Avenue East
Sarasota, FL 34243
(Current mailing address)

8. Heating, ventilation & air conditioning service, repair & replacement, including any
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) lawful act or activity as permitted by the state.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 East Park Avenue

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.

[Signature]
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Alan R. Sielbeck

Address: Six Cadillac Drive, Suite 400

Brentwood, TN 37027

Director: Anthony M. Schofield

Address: Six Cadillac Drive, Suite 400

Brentwood, TN 37027

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

President: Alan R. Sielbeck

& Vice President

Address: Six Cadillac Drive, Suite 400

Brentwood, TN 37027

Vice President: Alfred W. Taylor, III

Address: Six Cadillac Drive, Suite 400

Brentwood, TN 37027

Vice President: Louis Laderman

Secretary: Louis Laderman

Address: Six Cadillac Drive, Suite 400

Brentwood, TN 37027

Secretary: Anthony M. Schofield

Treasurer: Anthony M. Schofield

Asst. Secretary: Ed Triplett

Address: Six Cadillac Drive, Suite 400

Brentwood, TN 37027

Suite 400
Six Cadillac Drive

Brentwood, TN 37027

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. Alfred W. Taylor Vice President

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

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

TELEPHONE CONTACT: (615) 741-6468
CHARTER/QUALIFICATION DATE: 07/30/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0355072
JURISDICTION: TENNESSEE

TO:
BAKER DONELSON BEARMAN ETC
511 UNION STREET

NASHVILLE, TN 37219

REQUESTED BY:
BAKER DONELSON BEARMAN ETC
511 UNION STREET

NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"B&M SARASOTA ACQUISITION SUB, INC"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
98 AUG 17 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/14/98

FROM:
BAKER DONELSON BEARMAN ETC (NASHVILLE)
511 UNION ST
SUITE 1700
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$40.00 \$0.00
TOTAL PAYMENT RECEIVED: \$40.00

RECEIPT NUMBER: 00002351229
ACCOUNT NUMBER: 00208389



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE