

F 98000004722

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Asgard Group, 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:

Jon Crow
(Name of Person)
Asgard Group, Inc.
(Firm/Company)
5757 Rockport Ln.
(Address)
Fort Worth, TX 76137
(City/State/Zip)

98 AUG 18 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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*****78.75 *****78.75

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

Jon Crow
(Name of Person) at (817) 485-0040
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 10, 1998

JON CROW
ASGARD GROUP, INC.
5757 ROCKPORT LN.
FORT WORTH, TX 76137

SUBJECT: ASGARD GROUP, INC.
Ref. Number: W98000018110

We have received your document for ASGARD GROUP, 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 798A00041576

*409 E. Gaines St.
Tallahassee FL 32314*

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Jon K Crow, do hereby certify
(Name)

that this Resolution of the Board of Directors of Asgard Group, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Texas,

was duly adopted on August 17, 19 98.

Be it resolved, that Asgard Group, Inc.
(Corporate Name)

organized and existing in the State of Texas, hereby adopts the name

Asgard Group of Texas, Inc. for use in Florida.

Dated: 8/17/98

JKC
Signature of either Chairman, Vice Chairman or any officer

Jon K. Crow, Vice President
Type or print name

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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. Asgard Grap, 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. Texas 3. 76-0494391
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/23/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5757 Rockport Ln.
Ft. Worth, Texas 76137
(Current mailing address)

8. Information Technology Services
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Christopher Day

Office Address: 11433 N.E. 6th Ave.

Biscayne Park, Florida, 33161
(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.

Christopher W. Day
(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.

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TALLAHASSEE FLORIDA

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: Larry Day

Address: 4015 Quiet Knoll Ct.
Houston, TX 77059

Vice Chairman: N/A

Address: _____

Director: Christopher Day

Address: 11433 N.E. 6th Ave.
Biscayne Park, FL 33161

Director: Jon K. Crow

Address: 5757 Rockport Ln.
Ft. Worth, TX 76137

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

President: Larry Day

Address: 950 Gemini Ave., Suite 6
Houston, TX 77058

Vice President: Christopher Day

Address: 11433 N.E. 6th Ave.
Biscayne Park, FL 33161

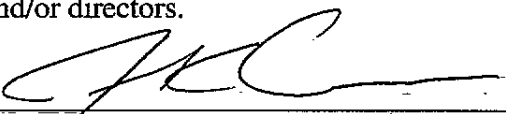
Secretary: Jon Crow

Address: 5757 Rockport Ln.
Ft. Worth, TX 76137

Treasurer: Jon Crow

Address: 5757 Rockport Ln.
Ft. Worth, TX 76137

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. Jon K. Crow, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

ASGARD GROUP, INC.
File No. 1389492-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TALLAHASSEE FLORIDA



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 3, 1998.*

Alberto R. Gonzales

DLM

Alberto R. Gonzales
Secretary of State