

F98000005447
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RPC Associates, 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:

Robert Carey
(Name of Person)

RPC Associates, Inc
(Firm/Company)

4015 Holcomb Bridge Rd. - Suite 350
(Address)

Norcross, GA 30092
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 AM 11:08

mtm
9/29

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

400002631364--9
-09/02/98--01067--003
*****78.75 *****78.75

Robert Carey at (770) 993-9981 W98-20145
(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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 4, 1998

ROBERT CAREY
RPC ASSOCIATES, INC.
4015 HOLCOMB BRIDGE RD., STE 350
NORCROSS, GA 30092

SUBJECT: RPC ASSOCIATES INC.
Ref. Number: W98000020145

We have received your document for RPC ASSOCIATES 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 designation of the registered agent must be at a Florida street address.

The registered agent must sign accepting the designation.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 498A00045286

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 AM 11:08



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 14, 1998

ROBERT CAREY
RPC ASSOCIATES, INC.
4015 HOLCOMB BRIDGE RD., STE 350
NORCROSS, GA 30092

SUBJECT: RPC ASSOCIATES INC.
Ref. Number: W98000020145

We have received your document for RPC ASSOCIATES 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:

You have not selected an alternate name for use in Florida.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00046447

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 AM 11:08

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Robert Carey (Name), do hereby certify

that this Resolution of the Board of Directors of

RPC Associates, Inc. (Corporate Name)

a corporation duly organized and existing under the laws of the State of Georgia

was duly adopted on March 5, 1997, 19 97

Be it resolved, that RPC Associates, Inc. (Corporate Name)

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

PantherOne, Inc. for use in Florida.
PantherOne

Dated: 9/11/98

[Signature]
Signature of either Chairman, Vice Chairman or any officer

Robert Carey
Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 AM 11:08

**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. RPC Associates, Incorporated
(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. Georgia 3. Tax #001992713 CT
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/05/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. RPC Associates, Inc
4015 Hulecomb Bridge Rd. - Suite 350, Norcross, GA 30092
(Current mailing address)

8. Business Consulting
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Dale W. Morris
(Registered agent's signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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.

FILED
98 SEP 29 AM 11:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: _____

Address: _____

Director: _____

Address: _____

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

President: Robert Carey

Address: 4015 Holcomb Bridge Rd. - Suite 350
Norcross, GA 30092

Vice President: Patricia Carey

Address: same as above

Secretary: Patricia Carey


Address: same as above

Treasurer: Patricia Carey

Address: same as above

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 AM 11:08

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

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982220933
CONTROL NUMBER : 9709544
DATE INC/AUTH/FILED: 03/05/1997
JURISDICTION : GEORGIA
PRINT DATE : 08/10/1998
FORM NUMBER : 211

- RPC ASSOCIATES, INC.
ROBERT CAREY
415 HOLCOMB BRIDGE RD, STE 350
- NORCROSS GA 30092

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**RPC ASSOCIATES, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



98 SEP 29 AM 11:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS