

F98000005762

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: N.I.S.A. Co.
(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:

N.I.S.A. Co. (Name of Person) w98-22821
560 Calibre Down hwy Soide 2406 (Firm/Company) 100002664421-0
Palm Harbor, FL 34684 (Address) -10/15/98-01047-001
(City/State/Zip) *****78.75 *****78.75

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

R. B. Record (Name of Person) at (127) 723-8400 (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

FILED
98 OCT 15 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA
VR 10/15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1998

N I S A CO.
560 CALIBRE DOWN LN SUITE 2406
PALM HARBOR, FL 34684

SUBJECT: N I S A CO.
Ref. Number: W98000022821

We have recieved your document for N I S A CO.; however, it has not been filed and is being returned for the following reasons:

The check you submitted was blank. The filing fee is \$70.00.

We cannot authorize your corporation without the names and addresses of the officers and directors; also, one officer or director must sign line 14.

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: 798A00049903

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Ronald B. Leonard, do hereby certify
(Name)

that this Resolution of the Board of Directors of NISA Co

(Corporate Name)

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

was duly adopted on October 1st

Be it resolved, that NISA Co

(Corporate Name)

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

Quality Allmarket Products Co. for use in Florida.

Dated: 10/1/98

Ronald B. Leonard CEO

Signature of either Chairman, Vice Chairman or any officer

Ronald B. Leonard CEO

Type or print name

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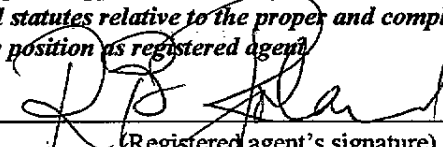
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. NISA Co.
(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 3. 59-338452
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/21/56 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Expect Oct or Nov 1956
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 560 Calibre Down Ln Suite 200
Palm Harbor, FL 34684
(Current mailing address)
8. CONSULTANT
(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: RB Roland
- Office Address: 560 Calibre Down Ln # 200
Palm Harbor, FL, Florida, 34684
(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.


(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

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Addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

ORS (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:

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 of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

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

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TALLAHASSEE FLORIDA

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 "N I S A CO." 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-FIFTH DAY OF SEPTEMBER, A.D. 1998.

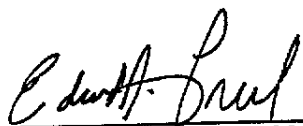
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1847-1997




Edward J. Freel, Secretary of State

AUTHENTICATION: 9321258

DATE: 09-25-98

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