

**TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Procter Development, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

500002694875--7  
-11/24/98--01018--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

George M. Vaughn

(Name of Person)

Paden & Paden

(Firm/Company)

5 Riverchase Ridge, Suite 100

(Address)

Birmingham, Alabama 35244

(City/State/Zip)

W98-26536

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

George M. Vaughn

at ( 205 ) 987-7210

(Name of Person)

(Area Code & Daytime Telephone Number)

**STREET 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

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 25, 1998

GEORGE M. VAUGHN  
PADEN & PADEN  
5 RIVERCHASE RIDGE, SUITE 100  
BIRMINGHAM, AL 35244

SUBJECT: PROCTER DEVELOPMENT, INC.  
Ref. Number: W98000026536

We have received your document for PROCTER DEVELOPMENT, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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: 598A00056391

# PADEN & PADEN

ATTORNEYS AT LAW

5 RIVERCHASE RIDGE, SUITE 100  
BIRMINGHAM, ALABAMA 35244-2893  
(205) 987-7210  
FAX (205) 733-9663

ROBERT E. PADEN  
R. SHAN PADEN  
A. SCOTT ROEBUCK  
GEORGE M. VAUGHN  
APRIL B. DANIELSON

1722 SECOND AVENUE NORTH  
P.O. Box 605 (35021-9998)  
BESSEMER, ALABAMA 35020-0822  
TELEPHONE (205) 424-4090  
FAX (205) 424-4097

November 30, 1998

Mr. Lee Rivers  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Procter Development, Inc.  
Your Reference Number: W98000026536

Dear Mr. Rivers:

Enclosed please find the Certificate of Existence for the above referenced corporation as requested in your letter dated November 25, 1998 (a copy of which is enclosed).

If you need anything further regarding this matter, please do not hesitate to contact me.

Sincerely,



George M. Vaughn

GMV/kf

Enclosures

**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. Procter Development, 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. Alabama

(State or country under the law of which it is incorporated)

3. 63-1211066

(FEI number, if applicable)

4. October 8, 1998

(Date of incorporation)

5. Perpetual

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

6. November 1, 1998

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

7. 118 Hilltop Business Drive

Pelham, Alabama 35124

(Current mailing address)

8. The transaction of any or all lawful business for which businesses may be incorporated  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) under the Alabama Business Corporation Act.

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

Name: Jonathan R. Procter

Office Address: 8323 Elizabeth Avenue

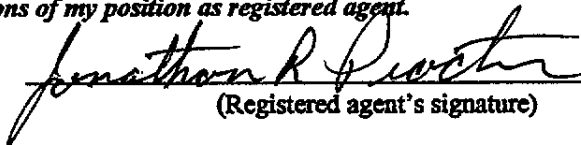
Panama City

, Florida, 32408

(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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SECRETARY OF STATE

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: Ralph Procter  
Address: 118 Hilltop Business Drive  
Pelham, Alabama 35124  
Vice Chairman: Jonathan R. Procter  
Address: 8323 Elizabeth Avenue  
Panama City, Florida 32408  
Director: Lea Procter  
Address: 118 Hilltop Business Drive  
Pelham, Alabama 35124  
Director: Sharon Procter  
Address: 8323 Elizabeth Avenue  
Panama City, Florida 32408

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

President: Ralph Procter  
Address: 118 Hilltop Business Drive  
Pelham, Alabama 35124  
Vice President: Jonathan R. Procter  
Address: 8323 Elizabeth Avenue  
Panama City, Florida 32408  
Secretary: Lea Procter  
Address: 118 Hilltop Business Drive  
Pelham, Alabama 35124  
Treasurer: Sharon Procter  
Address: 8323 Elizabeth Avenue  
Panama City, Florida 32408

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TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

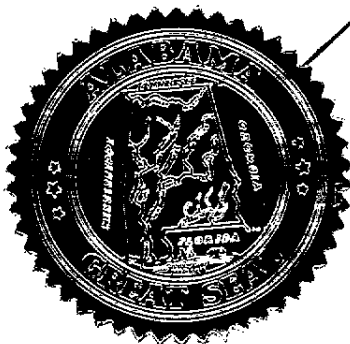
13. Ralph T. Procter  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ralph Procter - President  
(Typed or printed name and capacity of person signing application)

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Procter Development, Inc. incorporated in Shelby County, Pelham, Alabama on October 8, 1998. I further certify that the records do not disclose that said Procter Development, Inc. has been dissolved.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 12, 1998

Date

*Jim Bennett*

Jim Bennett

Secretary of State