

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WALTERS DISTRIBUTING COMPANY, INCORPORATED
(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:

W. CARL WALTERS, II

(Name of Person)

(Firm/Company)

326 GREENWOOD CIRCLE

(Address)

PANAMA CITY, FL 32407

(City/State/Zip)

wq8-26689

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

300002696513--4
-11/25/98-01051--005
*****78.75 *****78.75

W. CARL WALTERS, II
(Name of Person)

at (850) 235-5513
(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

98 DEC -4 PM 12:02

FILED

HL 12/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 30, 1998

W. CARL WALTERS, II
326 GREENWOOD CIRCLE
PANAMA CITY, FL 32407

SUBJECT: WALTERS DISTRIBUTING COMPANY, INC.
Ref. Number: W98000026689

We have received your document for WALTERS DISTRIBUTING COMPANY, 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 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.)

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: 898A00056681

**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. WALTERS DISTRIBUTING COMPANY, 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 3. 63-1154419
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOVEMBER 1, 1995 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. Box 338 County Road 549
VERBENA, AL 36091
(Current mailing address)

8. THE SALE OF BULK CANDY THROUGH VENDING MACHINES
(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)

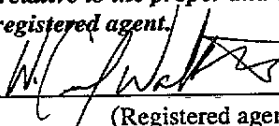
Name: W. CARL WALTERS, II

Office Address: 326 GREENWOOD CIRCLE

PANAMA CITY, Florida, 32407
(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.

SEE ATTACHED

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
98DEC-4 PM12:02
TALLAHASSEE FLORIDA
SECRETARY OF STATE

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: W. CARL WALTERS, II

Address: 326 GREENWOOD CIRCLE

PANAMA CITY, FL 32407

Director: N/A

Address: _____

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

President: WILLIAM C. WALTERS

Address: BOX 338 COUNTY ROAD 549

VERBENA, AL 36091

Vice President: N/A

Address: _____

Secretary: SUSAN D. WALTERS

Address: 326 GREENWOOD CIRCLE

PANAMA CITY, FL 32407

Treasurer: BETTY C. WALTERS

Address: BOX 338 COUNTY ROAD 549

VERBENA, AL 36091

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

13. W. Carl Walters William C. Walters, Susan D. Walters, Betty C. Walters
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. W. Carl Walters (Director), William C. Walters (President), Susan D. Walters (Secretary), Betty C. Walters (Treasurer)
(Typed or printed name and capacity of person signing application)

FILED
98 DEC -4 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 Walters Distributing Company, Inc. incorporated in Montgomery County, Montgomery, Alabama on October 3, 1995. I further certify that the records do not disclose that said Walters Distributing Company, Inc. has been dissolved.

FILED
98 DEC -4 PM 12:02
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.

October 26, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State