



THE UNITED STATES
CORPORATION
COMPANY

F99000000048

ACCOUNT NO. : 072100000032.

REFERENCE : 077478 4325547

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 1998

W98-28950

ORDER TIME : 10:57 AM

ORDER NO. : 077478-005

CUSTOMER NO: 4325547

CUSTOMER: Sara E. Scarlett, Legal Asst
Baker & Hostetler
1050 Connecticut Av. N.w.#1100
Washington Square
Washington, DC 20036

000002723210--7

FOREIGN FILINGS

NAME: PRO NET GLOBAL ASSOCIATION

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
99 DEC 28 AM 11:34
OFFICE OF CORPORATION

11/5/99

FILED
99 JAN -4 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1998

CSC
ATTN: JEANINE REYNOLDS

SUBJECT: PRO NET GLOBAL ASSOCIATION
Ref. Number: W98000028950

RESUBMIT
Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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: 998A00060626

99 JAN 4 PM 1:30
DIVISION OF CORPORATIONS

99 JAN -4 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Pro Net Global Association
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not For Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign nonprofit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Mr. Paul Brown

(Name of Person)

Pro Net Global Association

(Firm/Company)

6851 DISTRIBUTION AVE., SOUTH

(Address)

Jacksonville, FL 32256

(City, State and Zip Code)

For further information concerning this matter, please call:

Paul Brown at (904) 260 - 6680

(Name of Person)

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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-
TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. Pro Net Global Association, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 59-3499097
(FEI number, if applicable)
4. February 23, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 23, 1998
(Date corporation first conducted affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 6851 DISTRIBUTION AVE., SOUTH
Jacksonville, FL 32256
(Current mailing address)
8. Promotion of business interests of member companies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
businesses engaged in distributing products or services.
9. **Name and street address of Florida registered agent:**
Corporation Service Company
(Name)
1201 Hays Street
(Office address)
Tallahassee, Florida, 32301-2607
(City) (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.

Fred W. Collins

(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.

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.

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)

Director
~~Chairman~~ Hal Gooch
Address: 6 Curtis Court
Thomasville, NC 27360

Director
~~Vice Chairman~~ Bill Childers
Address: 7005 Shannon Willow Road
Charlotte, NC 28226

Director: Tim Foley
Address: 11541 Lane Park Road
Tavares, FL 32778

Director: Steve Woods
Address: 3316 NE Sugar Hill Avenue
Jensen Beach, FL 34957

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

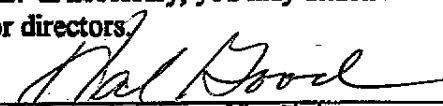
President: Bill Childers
Address: 7005 Shannon Willow Road
Charlotte, NC 28226

Vice President: Steve Woods
Address: 3316 NE Sugar Hill Avenue
Jensen Beach, FL 34957

Secretary: Ken Stewart
Address: 4933 East US Highway 60, Rogersville, MO 65742

Treasurer: Tim Foley
Address: 11541 Lane Park Road, Tavares, FL 32778

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)

Hal Gooch - Chief Executive Officer - Director

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. PRO NET GLOBAL ASSOCIATION ADDENDUM

A. Directors

Ken Stewart
4933 East US Highway 60
Rogersville, MO 65742

B. Officers

Chief Executive Officer
Hal Gooch
6 Curtis Court
Thomasville, NC 27360

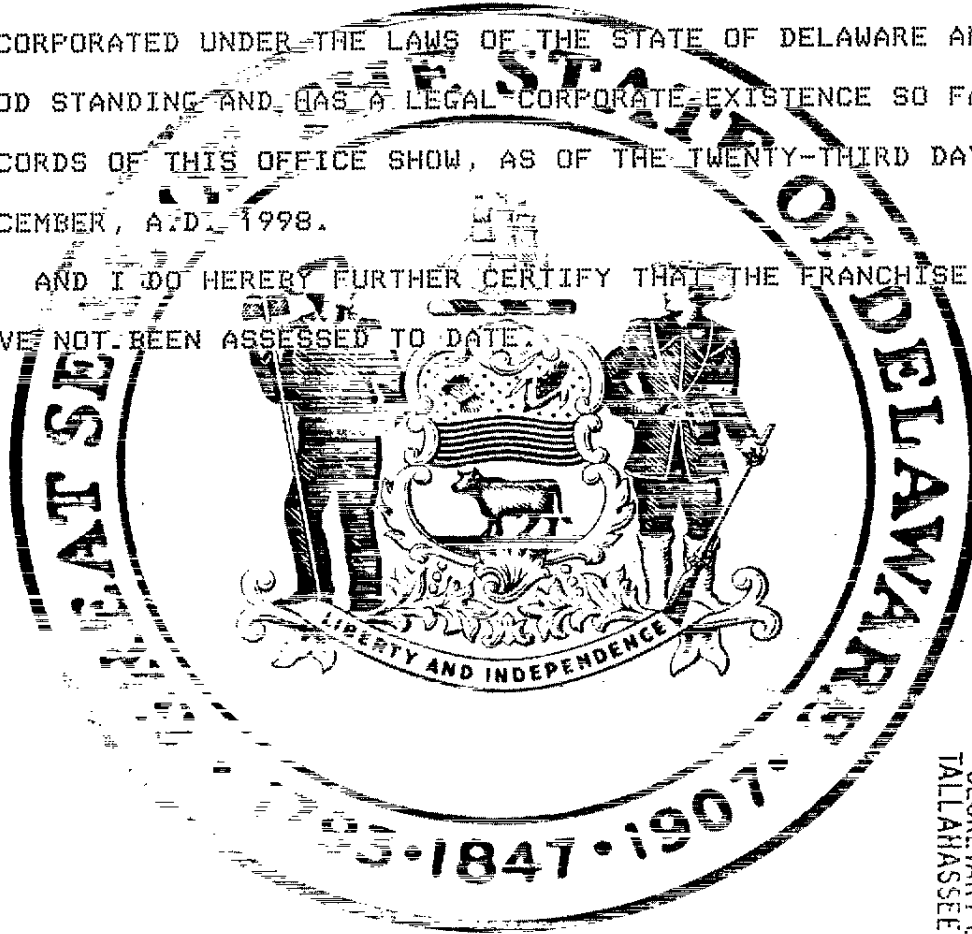
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "PRO NET GLOBAL ASSOCIATION" 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-THIRD DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN -4 PM 5:26

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2862417 8300

981498789

DATE:

9483835

12-23-98