

F99000000654  
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Smile America, Inc.  
(Name of corporation - must include suffix)

700002741247--0  
-01/14/99--01034--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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:

W99-1061

MARK E. COOK  
(Name of Person)  
Smile America, Inc.  
(Firm/Company)  
2121 Corporate Sq. Blvd. #230  
(Address)  
JACKSONVILLE, FL 32216  
(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB - 3 PM 12: 54

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

MARK E. COOK at (904) 725-6564  
(Name of Person) (Area Code & Daytime Telephone Number)

92/3

**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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 14, 1999

MARK E. COOK  
SMILE AMERICA, INC.  
2121 CORPORATE SQ. BLVD. #230  
JACKSONVILLE, FL 32216

SUBJECT: SMILE AMERICA, INC.  
Ref. Number: W99000001061

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We have received your document for SMILE AMERICA, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

You have submitted a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 699A00001966

**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. Smile America, 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. Nevada 3. 59-3541429  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-7-98 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/4/99  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2121 Corporate Square Blvd. Suite 230  
Jacksonville, FL 32216  
(Current mailing address)

8. Advertising Agency  
(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: MARK E. COOK, CPA  
Office Address: 12217 Lashbrook Ct.  
Jacksonville, Florida, 32223  
(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.*  
[Signature]  
(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.

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

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

Chairman: Jeff Rabin

Address: 168 Azalea Point Drive  
Ponte Vedra Beach, FL 32082

Vice Chairman: MARK E. COOK

Address: 12217 Lashbrook Ct.  
JACKSONVILLE, FL 32223

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Jeff Rabin

Address: 168 Azalea Point Drive  
Ponte Vedra Beach, FL 32082

Vice President: MARK E. COOK

Address: 12217 Lashbrook Ct.  
JACKSONVILLE, FL 32223


Secretary: MARK E. COOK

Address: 12217 Lashbrook Ct.  
JACKSONVILLE, FL 32223

Treasurer: MARK E. COOK

Address: 12217 Lashbrook Ct.  
JACKSONVILLE, FL 32223

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

13. 

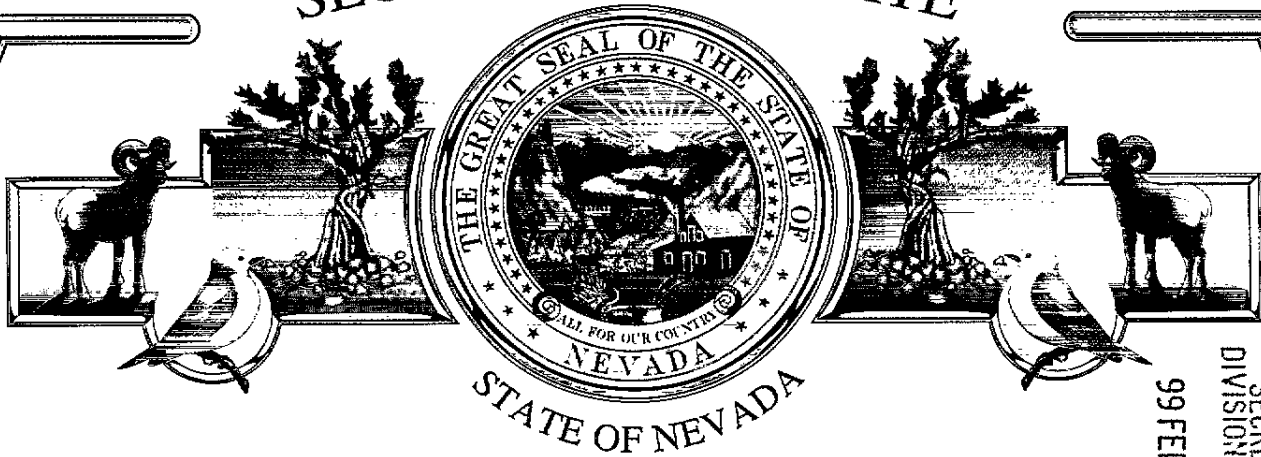
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARK E. COOK Secretary/Treasurer

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

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# SECRETARY OF STATE



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## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SMILE AMERICA**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 7, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 28, 1999.



*Dean Heller*  
Secretary of State

By *Jean E. Pruitt*  
Certification Clerk