

F99000000740

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

200002752942--7
-01/25/99-01040-005
*****70.00 *****70.00

W99-1780

SUBJECT: HLP, INC.
(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:

DIANE L. HOOVER
(Name of Person)

HLP, INC.
(Firm/Company)

1991 PONDEROSA LANE
(Address)

PRESCOTT AZ 86305
(City, State and Zip Code)

FILED
SECRETARY OF STATE
99 FEB -9 AM 8:34

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

DIANE L. HOOVER at (520) 771-9254.
(Name of Person) Area Code & Daytime Telephone Number

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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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 25, 1999

DIANE L HOOVER
HLP, INC.
1991 PONDEROSA LANE
PRESCOTT, AZ 86305

SUBJECT: HLP, INC.
Ref. Number: W99000001780

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We have received your document for HLP, 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:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 099A00003285

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned DIANE L. HOOVER, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

HLP, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of ARIZONA,

was duly adopted on FEBRUARY 01, 19 99

Be it resolved, that HLP, INC.
(Corporate Name)

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

HLP, INC. of ARIZONA for use in Florida

Dated: 02/01/99

Diane L. Hoover VP/CFO

Signature of either Chairman, Vice Chairman or any officer

DIANE L. HOOVER

Type or print name

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. HLP, 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. ARIZONA
(State or country under the law of which it is incorporated)

3. 86-0487620
(FEI number, if applicable)

4. 05/21/84
(Date of Incorporation)

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

6. 01/01/99
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1991 PONDEROSA LANE

PRESCOTT, AZ 86305
(Current mailing address)

8. COMPUTER SOFTWARE SALES, MAINTENANCE, & SUPPORT
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: ENDEL JURMAN

Office Address: 14229 FALLS CHURCH DRIVE, #1701
ORLANDO, Florida, 32837
(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.

X [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:

A. DIRECTORS

Chairman: ROBERT K. HOOVER
Address: 1991 PONDEROSA LANE
PRESCOTT AZ 86305
Vice Chairman: DIANE L. HOOVER
Address: 1991 PONDEROSA LANE
PRESCOTT AZ 86305
Director: DIANE L. HOOVER
Address: SAME
Director: ROBERT K. HOOVER
Address: SAME

B. OFFICERS

President: ROBERT K. HOOVER
Address: SAME
Vice President: DIANE L. HOOVER
Address: SAME
Secretary: DIANE L. HOOVER
Address: SAME
Treasurer: DIANE L. HOOVER
Address: SAME

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

13. Diane L Hoover
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DIANE L. HOOVER VP/CFO
(Typed or printed name and capacity of person signing application)

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****HLP, INC.*****

a domestic corporation organized under the laws of the state of Arizona, did incorporate on May 21, 1984.

I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.

*IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
16th day of December, 1998, A. D.*



Jack Rose
Executive Secretary

BY: *[Signature]*

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