

F990000000776

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TD Associates, 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:

<u>J. Fitzgerald O'Connor, Jr.</u>	000002727790--4
(Name of Person)	-12/31/98--01046--003
<u>The O'Connor Law Firm, P.A.</u>	****\$87.50 ****\$87.50
(Firm/Company)	
<u>1200 Main Street Post Office Box 11341</u>	W98-29342
(Address)	
<u>Columbia SC 29211</u>	
(City/State/Zip)	

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

<u>J. Fitzgerald O'Connor, Jr.</u>	at (803) 779-2123
(Name of Person)	(Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 AM 10:07

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

mtm
2/10

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 31, 1998

J. FITZGERALD O'CONNOR, JR.
THE O'CONNOR LAW FIRM, P.A.
1200 MAIN STREET
COLUMBIA, SC 29211

SUBJECT: TD ASSOCIATES, INC.
Ref. Number: W98000029342

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DIVISION OF CORPORATIONS

We have received your document for TD ASSOCIATES, INC. and your check(s) totaling \$87.50. 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.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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: 198A00061227



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 15, 1999

J. FITZGERALD O'CONNOR, JR.
THE O'CONNOR LAW FIRM, P.A.
1200 MAIN STREET
COLUMBIA, SC 29211

SUBJECT: TD ASSOCIATES, INC.
Ref. Number: W98000029342

We have received your document for TD ASSOCIATES, 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:

The name you adopted T & K Associates, Inc. is also not available so therefore you would need to adopt an alternate name.

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: 999A00002091

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 28, 1999

J. FITZGERALD O'CONNOR, JR.
THE O'CONNOR LAW FIRM, P.A.
1200 MAIN STREET
COLUMBIA, SC 29211

SUBJECT: TD ASSOCIATES, INC.
Ref. Number: W98000029342

We have received your document for TD ASSOCIATES, 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:

The name you adopted ACD Associates, Inc. is also not available so therefore you would need to adopt and alternate name.

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: 999A00003886

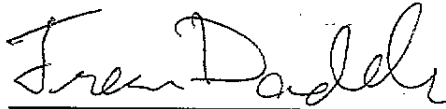
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DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Trevor Dodds, do hereby certify that this Resolution of the Board of Directors of TD Associates, Inc. a corporation duly organized and existing under the laws of the State of South Carolina, was duly adopted on **February 8, 1999**.

Be it resolved, that **TD Associates, Inc.**, organized and existing in the State of South Carolina, hereby adopts the name **TD & KD Associates, Inc.** for use in Florida.

Dated **February 8, 1999**



Signature of Chairman, Vice-Chairmen or any officer

Trevor Dodds

Type or Print name

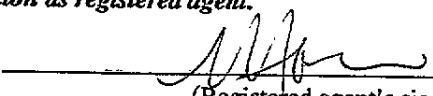
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. TD Associates, 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. South Carolina, Richland County 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 6, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 3-12-98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10103 Beaver Dam Road
St. Louis, MO 53131
(Current mailing address)
8. golf and marketing services
(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: Wayne Horn Executive Vice President
Office Address: Noble International Investments, Inc.
1801 Clint Moore Road, Suite 11 Florida, _____
Boca Raton, Florida 33487 (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.

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

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Trevor Dodds

Address: 10103 Beaver Dam Road

St. Louis, MO 53131

Director: Kris Dodds

Address: 10103 Beaver Dam Road

St. Louis, MO 53131

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

President: Trevor Dodds

Address: 10103 Beaver Dam Road

St. Louis, MO 53131

Vice President: Kris Dodds

Address: 10103 Beaver Dam Road

St. Louis, MO 53131

Secretary: Kris Dodds

Address: 10103 Beaver Dam Road

St. Louis, MO 53131

Treasurer: Trevor Dodds

Address: 10103 Beaver Dam Road

St. Louis, MO 53131

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

13. Trevor Dodds

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

14. Trevor Dodds, President

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 AM 10:08

The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

TD ASSOCIATES, INC.,

a corporation duly organized under the laws of the State of South Carolina on **April 6th, 1998**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State of South Carolina this 29th day of
December, 1998.

A handwritten signature in cursive script, reading "Jim Miles".
Jim Miles, Secretary of State