

F 99000001676

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March 25, 1999

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: FIRST ECHO HOLDINGS INC.

000002822420--2
-03/29/99--01133--008
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed are the following documents submitted to register the above referenced foreign corporation to transact business in Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Certificate of Existence; and
3. Check in the amount of \$70.00 made payable to the Florida Secretary of State.

Please return all correspondence concerning this matter to the undersigned.

Very truly yours,

FISHER & SAULS, P.A.

Rick

Richard M. Baker

FILED
99 MAR 30 PM 12:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA
3/30

/mct
Enclosures
cc: Timothy M. Fleming

144000

**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. FIRST ECHO HOLDINGS 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. Delaware
(State or country under the law of which it is incorporated)
3. 36-3714593
(FEI number, if applicable)
4. June 29, 1990
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Have not yet begun to conduct business in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 279 King Street West, P.O. Box 276
Kitchener, Ontario N2G 3X9
(Current mailing address)
8. Presently a holding company - future business undetermined.
(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: Fisher & Sauls, P.A.

Office Address: 100 Second Avenue South, Suite 701
St. Petersburg, Florida, 33701
(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.

FISHER & SAULS, P.A.

By: [Signature]

(Registered agent's signature)

Richard M. Baker, Vice President

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.

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TALLAHASSEE FLORIDA

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)

Chairman: Paul J. Motz

Address: 279 King Street West, Kitchener, Ontario N2G 3X9

Vice Chairman: _____

Address: _____

Director: Margaret A. Motz

Address: 279 King Street West, Kitchener, Ontario N2G 3X9

Director: Ann E. Bradley f/k/a Ann E. Uhrig

Address: 279 King Street West, Kitchener, Ontario N2G 3X9

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

President: Timothy M. Fleming

Address: 279 King Street West, Kitchener, Ontario N2G 3X9

Vice President: Gordon Van Koughnet

Address: 279 King Street West, Kitchener, Ontario N2G 3X9

Secretary: Elizabeth McMullan

Address: 279 King Street West, Kitchener, Ontario N2G 3X9

Treasurer: _____

Address: _____

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. _____

TIMOTHY M. FLEMING, PRESIDENT

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

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

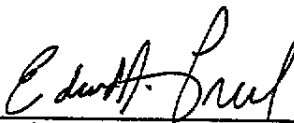
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST ECHO HOLDINGS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST ECHO HOLDINGS INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1990.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

2235024 8300

991052530

AUTHENTICATION:

9568882

DATE:

02-10-99

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SECRETARY OF STATE
DELAWARE
TALLAHASSEE, FLORIDA