

F99000004800

TRANSMITTAL LETTER

TO: Qualification Tax Lien Section
Division of Corporations

SUBJECT: Appalachian Oil Corporation

200002970942--3
-08/26/99--01055--001
*****78.75 *****78.75

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:

Sterling W. Colvin, Esq.
DINSMORE & SHOHL LLP
1900 Chemed Center, 255 E. Fifth Street
Cincinnati, Ohio 45202

Should you need to call someone concerning this matter, please call: Sterling W. Colvin at (513) 977-8642.

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

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

W99-20389

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

cc: Charles W. Thornton (via facsimile w/encl.)
James P. Carroll (via facsimile w/encl.)
Thomas J. Sherman, Esq. (w/encl.)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 13 PM 1:45



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 2, 1999

STERLING W. COLVIN, ESQ.
DINSMORE & SHOHL LLP
1900 CHEMED CENTER, 255 E. FIFTH STREET
CINCINNATI, OH 45202

SUBJECT: APPALACHIAN OIL CORPORATION
Ref. Number: W99000020389

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We have received your document for APPALACHIAN OIL CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 399A00043766

DINSMORE & SHOHL LLP

Attorneys at Law

1900 Chemed Center
255 East Fifth Street
Cincinnati, Ohio 45202
(513) 977-8200
Fax (513) 977-8141

Columbus
(614) 628-6880
Fax (614) 628-6890

Covington
(606) 292-2502
Fax (513) 977-8141

Dayton
(937) 449-6400
Fax (937) 449-6405

Lexington
(606) 425-1000
Fax (606) 425-1099

Louisville
(502) 540-2300
Fax (502) 585-2207

www.dinslaw.com

Sterling W. Colvin
(513) 977-8642
COLVIN@DINSLAW.COM

September 10, 1999

VIA FEDERAL EXPRESS

Attention: Agnes Lunt
Secretary of State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

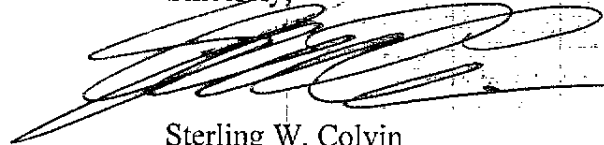
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Re: Appalachian Oil Corporation
Reference Number: W99000020389

Dear Ms. Lunt:

Enclosed please find a copy of the September 2, 1999 letter I received from you in connection with a filing for the above entity. Pursuant to the instructions contained in that letter, please find enclosed the original Resolution of Board of Directors approving the use of the name AOC Shareholders, Inc. in Florida and an original Commonwealth of Kentucky Certificate of Existence for the above entity. If you require additional information, please do not hesitate to contact me.

Sincerely,



Sterling W. Colvin

SWC/dm

Enclosures

cc: Charles W. Thornton (via facsimile w/encl.)

Thomas J. Sherman, Esq. (w/o encl.)

::ODMA\PCDOCS\DOCS\4810721

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Louis S. Beck, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Appalachian Oil Corporation
(Corporate Name)

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

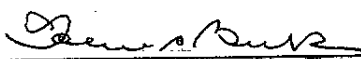
was duly adopted on September 8, 19 99.

Be it resolved, that Appalachian Oil Corporation,
(Corporate Name)

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

AOC Shareholders, Inc. for use in Florida.

Dated: 9/8/99


Signature of either Chairman, Vice Chairman or any officer

Louis S. Beck, Vice President
Type or print name

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

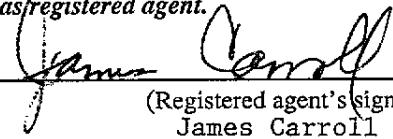
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Appalachian Oil Corporation
(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. Kentucky 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 11, 1968 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 29, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 12734 Kenwood Lane, Suite 35
Ft. Meyers, Florida 33907
(Current mailing address)
8. Ownership and management of commercial property
(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: James Carroll
Office Address: 12734 Kenwood Lane, Suite 35
Ft. Meyers, Florida, 33907
(Zip code)

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DIVISION OF CORPORATIONS
99 SEP 13 PM 1:45

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)
James Carroll

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)

Chairman: James Carroll

Address: 12734 Kenwood Lane, Suite 35

Ft. Meyers, Florida 33907

Vice Chairman: Louis S. Beck

Address: 8534 E. Kemper Road

Cincinnati, Ohio 45249-1709

Director: Harry Yeaggy

Address: 8534 E. Kemper Road

Cincinnati, Ohio 45249-1709

Director: Todd Carroll

Address: 12734 Kenwood Lane, Suite 35

Ft. Meyers, Florida 33907

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

President/Treasurer: James Carroll

Address: 12734 Kenwood Land, Suite 35

Ft. Meyers, Florida 33907

Vice President/Secretary: Louis S. Beck

Address: 8534 E. Kemper Road

Cincinnati, Ohio 45249-1709

~~Secretary~~ Vice President: Harry Yeaggy

Address: 8534 E. Kemper Road

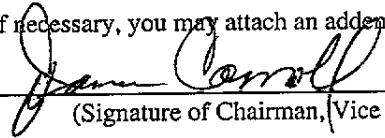
Cincinnati, Ohio 45249-1709

~~Treasurer~~ Vice President: Todd Carroll

Address: 12734 Kenwood Lane, Suite 35

Ft. Meyers, Florida 33907

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. James Carroll, President
(Typed or printed name and capacity of person signing application)

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99 SEP 13 PM 1:45



John Y. Brown III
Secretary of State

Certificate of Existence

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DIVISION OF CORPORATIONS
99 SEP 13 PM 1:45

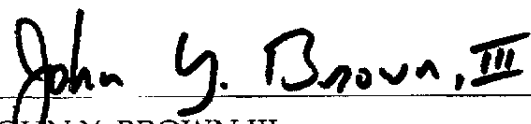
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

APPALACHIAN OIL CORPORATION

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is June 11, 1968 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 17th day of August, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
BThompson/0002046