

**F00000005714**

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Madison Design Group-South, Inc., a Michigan corporation  
(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:

David E. Nykanen

(Name of Person)

500003382316--6  
-09/05/00-01133-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Doepken Keevican & Weiss

(Firm/Company)

4000 Town Center, Suite 1500

(Address)

Southfield, MI 48075

(City/State/Zip)

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

David E. Nykanen

(Name of Person)

at (248) 358-2090

(Area Code & Daytime Telephone Number)

**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

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00 OCT 12 AM 10:56  
TALLAHASSEE, FLORIDA

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

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 14, 2000

DAVID E. NYKANEN  
DOEPKEN KEEVICAN & WEISS  
4000 TOWN CENTER SUITE 1500  
SOUTHFIELD, MI 48075

SUBJECT: MADISON DESIGN GROUP-SOUTH, INC.  
Ref. Number: W00000022565

We have received your document for MADISON DESIGN GROUP-SOUTH, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, 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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 700A00048695

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00 OCT 12 AM 10:57  
TALLAHASSEE, FLORIDA

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. Madison Design Group-South, 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. Michigan 3. 38-3541308  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 13, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 13, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1700 Stutz, Suite 27, Troy, MI 48084

8. To engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.  
(Current mailing address)  
(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)

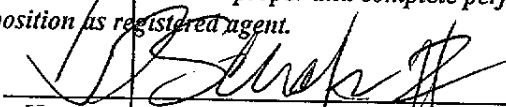
Name: John Schaefer

Office Address: 1855 Griffin Road, Building A, Suite 354  
Dania, Florida, 33004  
(Zip code)

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OCT 12 AM 10:57  
STATE OF FLORIDA  
TALLAHASSEE

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)

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

Chairman: Gary Fried

Address: 1700 Stutz, Suite 27  
Troy, Michigan 48084

Vice Chairman: N/A

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

Director: Amy Schaefer

Address: 1855 Griffin Road, Building A, Suite 354  
Dania, Florida 33004

Director: John Schaefer

Address: 1855 Griffin Road, Building A, Suite 354  
Dania, Florida 33004

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

President: John Schaefer

Address: 1855 Griffin Road, Building A, Suite 354  
Dania, Florida 33004

Vice President: N/A

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

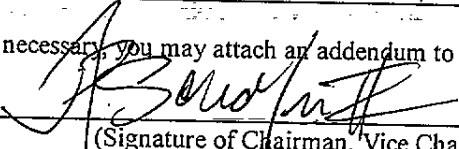
Secretary: Janice Steinhardt

Address: 1700 Stutz, Suite 27  
Troy, Michigan 48084

Treasurer: Amy Schaefer

Address: 1855 Griffin Road, Building A, Suite 354  
Dania, Florida 33004

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)

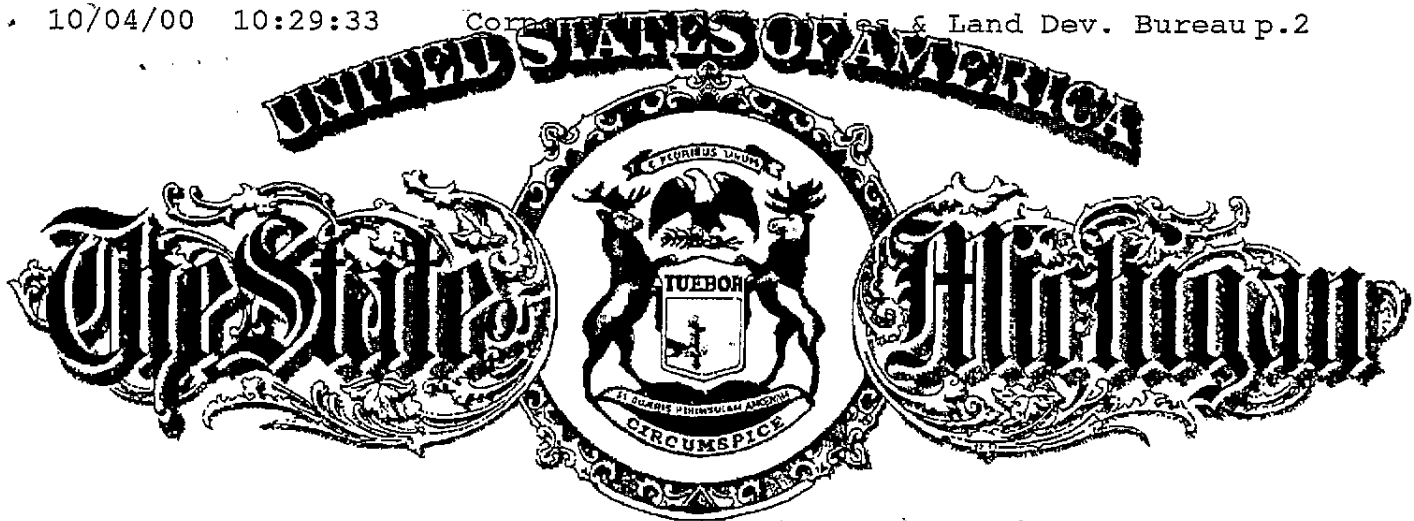
14. John Schaefer, President  
(Typed or printed name and capacity of person signing application)

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OCT 12 AM 10:51  
TALLAHASSEE, FLORIDA

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

Director: Janice Steinhardt  
1700 Stutz, Suite 27  
Troy, Michigan 48084

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00 OCT 12 AM 10:57  
TALLAHASSEE, FLORIDA



**Michigan Department of Consumer and Industry Services**

Lansing, Michigan

*This is to Certify That*

**MADISON DESIGN GROUP-SOUTH, INC.**

*was validly incorporated on June 13, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 4th day of October, 2000.*

, Director

Corporation, Securities and Land Development Bureau

Sent by Facsimile Transmission