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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

300001527453
-06/29/95--01084--004
*****78.75 *****78.75

W95-13327

SUBJECT: Carlton Dunn and Associates Inc.
(Name of corporation)

100001540751
-07/13/95--01004--010
****700.00 ****700.00

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:

Carl Dunn
(Name of Person)

Carlton Dunn + ASSOCIATES
(Firm/Company)

332 N. Broadway
(Address)

Pitman NJ 08071
(City, State and Zip Code)

95 JUN 18 AM 8:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

CARL Dunn at (609) 582-0690.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



B. 298

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1995

CARL DUNN
332 N. BROADWAY
CARLTON DUNN & ASSOCIATES, INC.
PITMAN, NJ 08071

SUBJECT: CARLTON DUNN AND ASSOCIATES, INCORPORATED
Ref. Number: W95000013328

STATE OF FLORIDA
DEPARTMENT OF STATE
SANDRA B. MORTHAM
SECRETARY OF STATE

We have received your document for CARLTON DUNN AND ASSOCIATES, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 695A00032093

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. Carlton Dunn and Associates Incorporated
(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. New Jersey 3. 22-2719911
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 23, 1986 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 9, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 332 North Broadway
Pitman NJ 08071
(Current mailing address)
8. Advertising / Sales
(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: John Hatcherian
Dunn & Associates
Office Address: 1315 South Howard Ave. Suite 201
Tampa, Florida, 33606
(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.

John Hatcherian
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Carlton W. Dunn Jr.

Address: 35 Pelham Drive
Mantua NJ 08051

Vice President: _____

Address: _____

Secretary: Diane Dunn

Address: 35 Pelham Drive
MANTUA NJ 08051

Treasurer: Diane Dunn

Address: same

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

13. Carlton W. Dunn Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carlton Dunn Jr, president
(Typed or printed name and capacity of person signing application)

55 JUN 13 AM 8:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NEW JERSEY SECRETARY OF STATE

CARLTON DUNN AND ASSOCIATES, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED BUSINESS WAS FILED IN THIS OFFICE ON JULY 29, 1906.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

332 NORTH BROADWAY

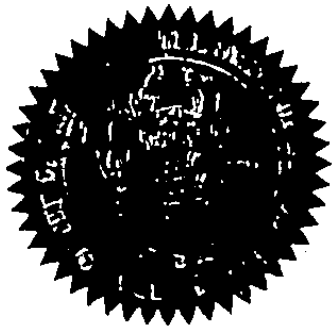
PITMAN

NJ 08071

AND THE REGISTERED AGENT IS CARLTON DUNN.

JUN. 05, 1995

Thomas R. Hooley



RECEIVED
SECRETARY OF STATE
JUN 05 1995
11 49 AM '95