

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

907-222-9171
4-22-0397A

F96000005662



ACCOUNT NO. : 072100000052

REFERENCE : 135845 114928A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 122.50

ORDER DATE : October 29, 1996

ORDER TIME : 11:44 AM

ORDER NO. : 135845-005

CUSTOMER NO: 114928A

300001993213--3

CUSTOMER: Mr. Richard E. Neal
Leader Enterprises, Inc.
Suite 2600
390 North Orange Avenue
Orlando, FL 32801

FOREIGN FILINGS

NAME: PAYNE STEWART ENTERPRISES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

96 OCT 31 PM 3:20
SECRETARY OF STATE
DIVISION OF CORPORATIONS

hl
(0/31)

96 OCT 31 PM 2:22
RECEIVED
DIVISION OF CORPORATION

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

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. PAYNE STEWART ENTERPRISES, INC.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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 is incorporated)
3. 52-1348499
(F.E.I Number, if applicable)
4. September 23, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)
7. C/O National Corporate Research, Ltd., 9 East Loockerman Street, Dover, DE 19901
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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.

CORPORATION SERVICE COMPANY, Registered Agent

By: Deborah D. Skipper (Signature)
Its: DEBORAH D. SKIPPER, AS AGENT

DATE: OCTOBER 31, 1996

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OCT 31 1996
TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and OFFICERS:

A. DIRECTORS:

Director: William Payne Stewart
Address: 9209 Charles E. Limpus Road , Orlando, FL 32836

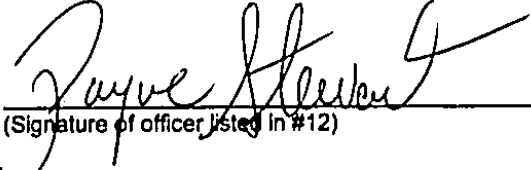
Director: Anastasia T. Stewart
Address: 9209 Charles E. Limpus Road , Orlando, FL 32836

B. OFFICERS:

President: William Payne Stewart
Address: 9209 Charles E. Limpus Road, Orlando, FL 32836

Secretary: Anastasia T. Stewart
Address: 9209 Charles E. Limpus Road, Orlando, FL 32836

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13.  Date: September 30, 1996
(Signature of officer listed in #12)

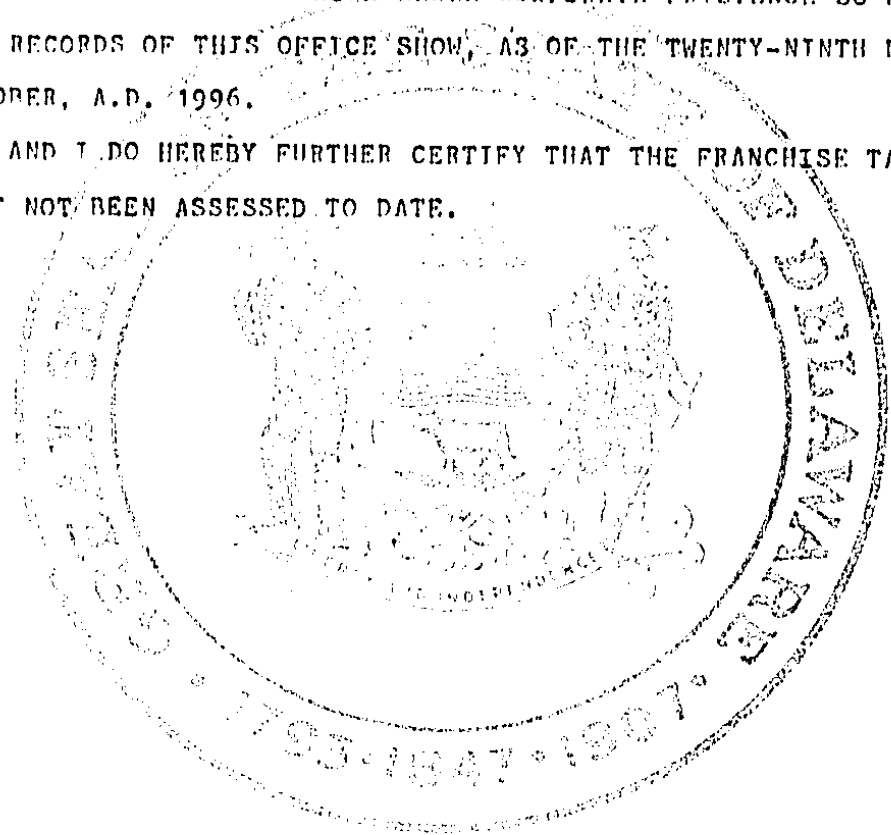
14. William Payne Stewart, President
(Print or type name and office of person signing this application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYNE STEWART ENTERPRISES, 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 TWENTY-NINTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8167166
DATE: 10-29-96