

F99000005427

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

SUBJECT: JAMES DUNCAN AND ASSOCIATES, INC.
(Name of corporation - must include suffix)

400003017984--6
-10/19/99--01033--006
*****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:

JODY MAAS
(Name of Person)
JAMES DUNCAN AND ASSOCIATES, INC.
(Firm/Company)
13276 RESEARCH BLVD. SUITE # 208
(Address)
AUSTIN TX 78750
(City/State/Zip)

SECRETARY OF STATE
OCT 19 PM 5:00
FILED

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

JODY MAAS at (314) 405-1668
(Name of Person) (Area Code & Daytime Telephone Number)

F99-5427

Name Availability	<i>[Signature]</i>
Document Expiration	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

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. JAMES DUNCAN AND ASSOCIATES, 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. TEXAS (State or country under the law of which it is incorporated) 3. 74-2802552 (FEI number, if applicable)

4. DECEMBER 19, 1987 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 4, 1989
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 13276 RESEARCH BLVD SUITE #208 AUSTIN, TX 78750
(Principal office address)

b. (SAME)
(Current mailing address)

8. TRANSACT ANY OR ALL LAWFUL BUSINESS
(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: L. MARTIN HODGKINS

Office Address: 390 SOUTH JUNG LANE

JUNG BEACH, Florida 33408
(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.

L. Martin Hodgkins
(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.

FILED
NOV 19 1989
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

N/A

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JAMES B. DUNCAN

Address: 13276 RESEARCH BLD SUITE # 208
AUSTIN, TX 78750

Vice President: KIRK C. BISHOP

Address: 1618 NORTH PAULINA
CHICAGO IL 60622

Secretary: ERIC B. KELLY

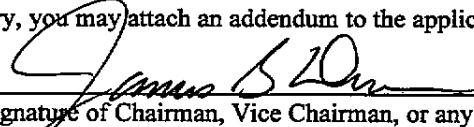
Address: 2312 WEST ANDERSON DRIVE
MUNCIE IN 47304

Treasurer: _____

Address: _____

FILED
99 OCT 19 PM 5:01
SECRETARY OF STATE
INDIANA

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 B. DUNCAN, PRESIDENT
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

JAMES DUNCAN AND ASSOCIATES, INC.
File No. 01471390-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on October 8, 1999.*

Elton Bomer
Secretary of State

MAC