

F99000006589

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

W99-27772

SUBJECT: Stellar Management Group III, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam: 00789-00701-00644-00659-00671

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: 200003057642--3
-12/01/99--01056--003
****78.75 ****78.75

Glenn C. Stophel
(Name of Person)
Chambliss, Bahner & Stophel
(Firm/Company)
2 Union Square, 1000 Tallan Building
(Address)
Chattanooga, Tennessee 27402
(City/State/Zip)

MJH

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

Merle Koontz at (423) 756-3000 ext:304
(Name of Person) (Area Code & Daytime Telephone Number)

99 DEC 21 AM 8:49
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

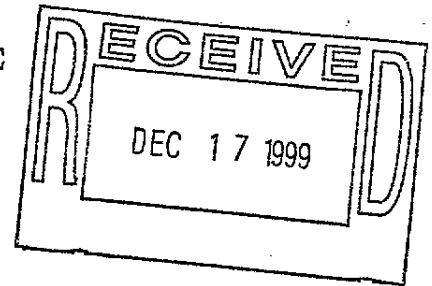
Enclosed is a check for the following amount:

- \$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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 1999



GLENN C. STOPHEL
CHAMBLISS, BAHNER & STOPHEL
2 UNION SQUARE, 1000 TALLAN BUILDING
CHATTANOOGA, TN 27402

SUBJECT: STELLAR MANAGEMENT GROUP III, INC.
Ref. Number: W99000027772

We have received your document for STELLAR MANAGEMENT GROUP III, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 199A00057324

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. Stellar Management Group III, 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. Nevada (State or country under the law of which it is incorporated) 3. 62-1786821 (FEI number, if applicable)

4. July 16, 1999 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 407 East 5th Street, Chattanooga, Tennessee, 37403 (Current mailing address)

8. Sanitation of meat and poultry packing plants (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: NRAI Services, Inc.

Office Address: 526 East Park Avenue

Tallahassee Florida, 32301

(Zip code)

99 DEC 21 AM 8:49 SECRETARY OF STATE DIVISION OF CORPORATIONS

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.

See attached

(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)

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2. _____ 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. _____ 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. _____

(Current mailing address)

8. _____
(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: NRAI Services, Inc.

Office Address: 526 East Park Avenue
Tallahassee, Florida, 32301
(Zip code)

10. **Registered agent's acceptance:**

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NRAI Services, Inc.
Gayle L. Shuman
(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: Robert C. Bullard

Address: 407 East 5th Street Chattanooga, Tennessee 37403

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert C. Bullard

Address: 407 East 5th Street Chattanooga, Tennessee 37403

Vice President: Glenn C. Stophel

Address: 2 Union Square, 1000 Tallan Building, Chattanooga, Tennessee 37402

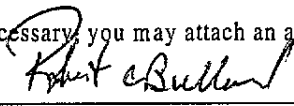
Secretary: Dawn K. Bullard

Address: 407 East 5th Street Chattanooga, Tennessee 37403

Treasurer: Robert C. Bullard

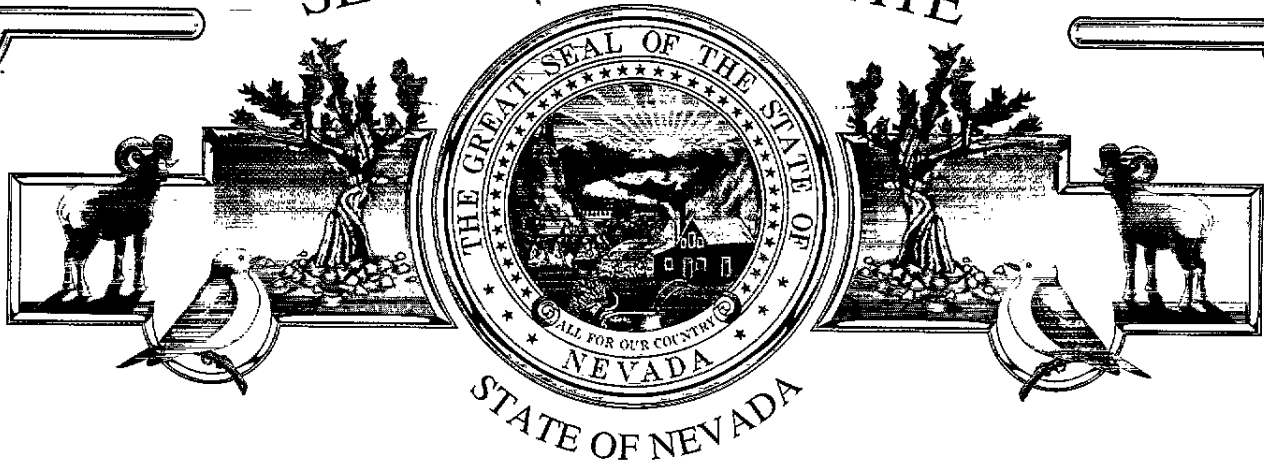
Address: 407 East 5th Street Chattanooga, Tennessee 37403

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. Robert C. Bullard, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **STELLAR MANAGEMENT GROUP III, INC.**, as a corporation organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 16, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on November 4, 1999.



Dean Heller

Secretary of State

By

Laquetina Wray
Certification Clerk