

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 109257



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Frazee, Inc.
- It is incorporated under the laws of Georgia
- The name, if different, which it elects to use in Rhode Island is:
 - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
 - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
- The date of its incorporation is 11/02/76 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 560 Lions Club Dr., Mableton, GA 30126
- The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
General Contractor doing hotel renovation, i.e., installation of carpet, paint, wallpaper, furniture, etc. (cosmetic renovations only)
- The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached officers/directors rider</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100,000	Common		\$1.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
500	Common		\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 630,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 14,000,000.00.

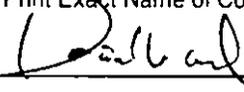
(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 700,000.00 (contract amount)

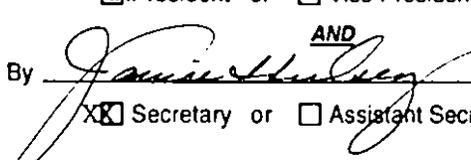
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 5 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: November 4, 1999

Frazee, Inc.
 Print Exact Name of Corporation Making Application

By  Daniel Ward
 President or Vice President (check one)

By  Janice Hulsey
 Secretary or Assistant Secretary (check one)

STATE OF Georgia
 COUNTY OF Cobb

In Mableton, GA, on this 4th day of November, 1999, personally appeared before me Daniel Ward & Janice Hulsey who, being by me first duly sworn, declared that he/she is the President & Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public - Chris Beam
 My Commission Expires: July 31, 2001

Notary Public Cobb County, Georgia
 My Commission Expires July 31, 2001

FRAZEE, INC.
COMMERCIAL AND HOTEL RENOVATIONS

560 Lions Club Drive / Mableton, Georgia 30126 / Telephone (770) 948-5555 / Fax (770) 948-8914

**ATTACHMENT TO STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
APPLICATION FOR CERTIFICATE OF AUTHORITY**

ITEM NO. 8: NAMES & RESPECTIVE ADDRESSES OF DIRECTORS & OFFICERS
November 4, 1999

Title	Name	Address
Director & Chief Executive Officer	Charles J. Frazee	2860 Rocky Pt. Rd. Malabar, FL 32950
Director	Norma J. Frazee	2860 Rocky Pt. Rd. Malabar, FL 32950
President	Daniel G. Ward	208 Wellesly Court Woodstock, GA 30188
Secretary & Treasurer	Janice N. Hulsey	511 Hunnicutt Rd. Mableton, GA 30126
Vice President	Lawrence C. Bennett	25 Juniper Lane Cartersville, GA 30120
Exec. Vice President	Clark W. Frazee	5527 Brookline Dr. Orlando, FL 32819
Vice President	Jeffrey Alan Emery	525 Storie Ave. Crossville, TN 38555
Vice President	Daniel Lee Frazee	13507 Falcon Pointe Dr. Orlando, FL 32837
Vice President	Allen H. Reason	16400 Bay Ridge Dr. Clermont, FL 34711

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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DATE INC/AUTH/FILED: 11/02/1976
JURISDICTION : GEORGIA
PRINT DATE : 10/26/1999
FORM NUMBER : 215

CHRIS BEAM
FRAZEE, INC.
560 LIONS CLUB DR.
MABLETON, GA 30126

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

FRAZEE, INC..
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over the printed name.

Cathy Cox
Secretary of State