

FOI 0000002762

5

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Warm's Way, Inc.
(Name of corporation - must include suffix)

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:

200004086412--4
-05/22/01--01082--006
***5765.00 ***5765.00

Brian A. Eagle
(Name of Person)

200004086412--4
-04/27/01--01095--005
*****87.50 *****87.50

Eagle & Fein
(Firm/Company)

W01-9866

8500 Keystone Crossing, Suite 555
(Address)

Indianapolis, IN 46240
(City/State and Zip code)

For further information concerning this matter, please call:

Brian A. Eagle at (317) 726-1714
(Name of Person) (Area Code & Daytime Telephone Number)

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

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01 MAY 23 PM 7:50

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
- with 5/23



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 2, 2001

BRIAN A EAGLE
8500 KEYSTONE CROSSING STE 555
INDIANAPOLIS, IN 46240

SUBJECT: WORM'S WAY, INC.
Ref. Number: W01000009866

We have received your document for WORM'S WAY, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business 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/uniform business report and penalty fees is \$5765.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized 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 in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 301A00025931

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. Worm's Way, 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. Indiana (State or country under the law of which it is incorporated) 3. 35-1702259 (FEI number, if applicable)

4. 3/6/87 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. May 7, 1996 (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. 7850 N. Highway 37, Bloomington, IN 47404 (Principal office address)

7850 N. Highway 37, Bloomington, IN 47404 (Current mailing address)

8. Selling of GARDEN supplies (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: Martin Heydt

Office Address: 4402 No 56th St

Tampa, Florida 33610 (City) (Zip code)

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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.

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Martin Heydt

Address: 7850 N. Highway 37
Bloomington, IN 47404

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Martin Heydt

Address: 7850 N. Highway 37
Bloomington, IN 47404

Vice President: Martin Heydt

Address: 7850 N. Highway 37
Bloomington, IN 47404

Secretary: Martin Heydt

Address: 7850 N. Highway 37, Bloomington, IN 47404

Treasurer: Martin Heydt

Address: 7850 N. Highway 37, Bloomington, IN 47404

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STATE OF INDIANA
TALLMADGE, INDIANA

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

13. Martin Heydt
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Martin Heydt
(Typed or printed name and capacity of person signing application)

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greeting:

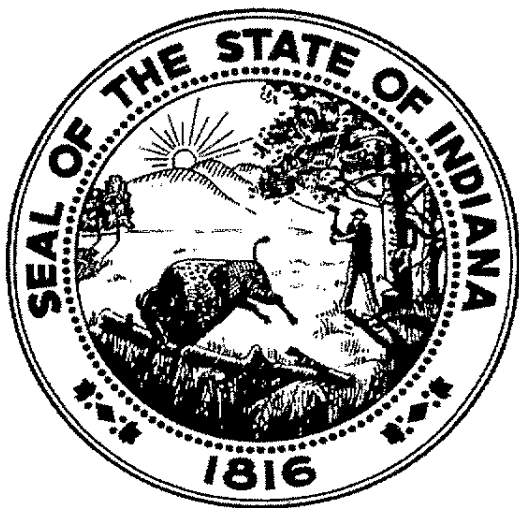
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

WORM'S WAY, INC.

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on March 06, 1987, and was in existence or authorized to transact business in the State of Indiana on April 20, 2001.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-Third Day of April, 2001.

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State