

101 000002339

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Barclay Group, 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:

Charles F. Braddock  
(Name of Person)  
Attorney at Law  
(Firm/Company)  
1106 Meridian Plaza, Suite 109  
(Address)  
Anderson, Indiana 46016  
(City/State and Zip code)

800004084548-1  
04/27/01 01042-002  
\*\*\*\*\*9500 \*\*\*\*\*75.00

For further information concerning this matter, please call:

Charles F. Braddock at ( 765 ) 643-0511  
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 APR 27 PM 9:17

FILED

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

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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. Barclay Group, 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 3. 35-2113730  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 25, 2000 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(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. 1106 Meridian Plaza, Suite 109, Anderson, Indiana 46016  
(Principal office address)

1106 Meridian Plaza, Suite 109, Anderson, Indiana 46016  
(Current mailing address)

8. to sell, market and install all forms of banking equipment and all related equipment.  
(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: CT Corporation System

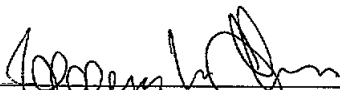
Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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)

Jeffrey R. Graves  
Assistant Secretary

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: Mark A. Barclay  
 Address: 77 Illona Drive  
Cincinnati OH 45218

Vice Chairman: Ronald E. Stilwell  
 Address: 264 Whitney  
Hartford CT 06105

Director: Charles E. Miller  
 Address: 2111 Dena Drive  
Anderson IN 46017

Director: \_\_\_\_\_  
 Address: \_\_\_\_\_

B. OFFICERS

President: Mark A. Barclay  
 Address: 77 Illona Drive  
Cincinnati OH 45218

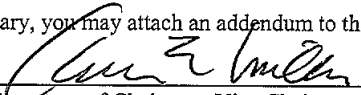
Vice President: Ronald E. Stilwell  
 Address: 264 Whitney  
Hartford CT 06105

Secretary: Charles E. Miller  
 Address: 2111 Dena Drive, Anderson IN 46017

Treasurer: Charles E. Miller  
 Address: 2111 Dena Drive, Anderson IN 46017

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 TALLAHASSEE, FLORIDA

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. Charles E. Miller, Secretary/Treasurer  
 (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:

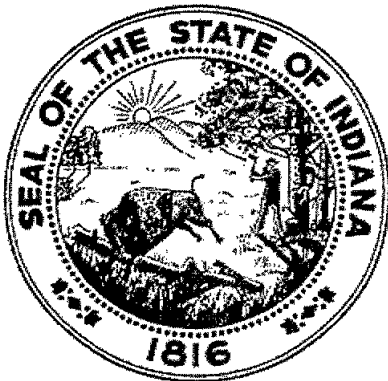
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper office to execute this certificate.

I further certify that records of this office disclose that

**BARCLAY GROUP, INC.**

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on July 26, 2000, and was in existence or authorized to transact business in the State of Indiana on April 12, 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 Twelfth day of April, 2001.

*Sue Anne Gilroy*

SUE ANNE GILROY, Secretary of State

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SECRETARY OF STATE  
TALLMANSFIELD, INDIANA

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