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(Address)

(Address)

(City/State/Zip/Phone #)

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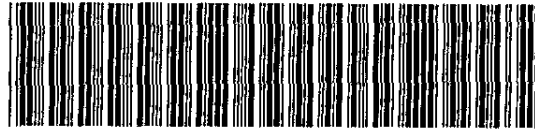
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C.S. 5-11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Gerald Yarborough, CPA, PC
(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:

Gerald Yarborough
(Name of Person)

Gerald Yarborough, CPA, PC
(Firm/Company)

8045 Corporate Center Drive, Suite 300
(Address)

Charlotte, NC 28226
(City/State and Zip code)

For further information concerning this matter, please call:

Gerald Yarborough at (704) 542-8284 ext. 101
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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. Gerald Yarborough, CPA, PC
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. North Carolina 3. 56-2186129
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 12, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8045 Corporate Center Dr, #300 Charlotte, NC, 28226
(Principal office address)

8045 Corporate Center Dr, #300 Charlotte, NC 28226
(Current mailing address)

8. Provide assistance with tax matters & tax returns.
(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 NOT acceptable)

Name: NRAI Services, Inc

Office Address: 2731 Executive Park Drive, Suite 4

WESTON, Florida 33331
(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.

NRAI Services, Inc.

By: Amy Purdy 5/5/06 Amy Purdy, Assistant Secretary
(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: Gerald Yarborough
Address: 8045 Corporate Center Dr, #300
Charlotte, NC 28226

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Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Gerald Yarborough
Address: 8045 Corporate Center Dr #300
Charlotte NC 28226

Vice President: _____

Address: _____

Secretary: Carolyn Yarborough

Address: 8045 Corporate Center Dr #300, Charlotte, NC 28226

Treasurer: _____

Address: _____

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

13. David Gerald Yarborough
(Signature of Director or Officer listed in number 12 of the application)

14. David Gerald Yarborough
(Typed or printed name and capacity of person signing application)



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE (PROFESSIONAL CORPORATION)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

GERALD YARBOROUGH, CPA, PC

is a professional corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 12th day of May, 2000, with its period of duration being Perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that the said corporation's certificate of registration is not suspended or revoked by their licensing board; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of May, 2006.

Elaine F. Marshall

Secretary of State

