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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

PAI Group, Inc.

Certificate of Status	0
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\$ 720.00

* See rejection page attached
(Signature)

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CERTIFIED PUBLIC ACCOUNTANTS
& BUSINESS CONSULTANTS

January 10, 2006

Paul D. Frechette
Edward F. McCrory
David P. Michael
Jean Saylor
George F. Warner
Michael S. Resnick

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: FL- Application by Foreign Corporation for Authorization to Transact Business in Florida
PAI Group, Inc.
EIN #20-1952428

To whom it may concern,

Attached is the registration with the Secretary of State for PAI Group, Inc., a Delaware corporation. The registration indicates PAI Group, Inc. began doing business on 12/10/04 yet, no substantial business began in the State of Florida until 2005.

The taxpayer is a newly formed entity which recently acquired the stock of an existing operating company. During the return preparation in 2005, it became apparent to us the holding company was required to register in the State of Florida. We immediately filed the appropriate forms with the Secretary of State. The taxpayer respectfully requests that any penalty that may arise during this registration process be waived since the above taxpayer was proactively and voluntarily registering with your state. The company anticipates a significant loss from operations in the current year. Any penalties or additional charges would cause further financial despair to a company already challenged in this competitive business environment. Procedures are now in place in place to make certain future filings and payments are completed in a timely manner. Thank you in advance for your consideration in this matter. Future correspondence or inquiries regarding this matter should be forwarded to the undersigned.

Sincerely yours,

Michael Resnick, CPA
Principal



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2006

C T CORPORATION SYSTEM
1200 S PINE ISLAND RD
PLANTATION, FL 33324

SUBJECT: PAI GROUP, INC
Ref. Number: W0600002510

We have received your document for PAI GROUP, INC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$728.75. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$650.00.

If you have any questions concerning the filing of your document, please call (850) 245-6923.

RoseAnn Vamadore
Senior Section Administrator

Letter Number: 008A00003631

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. PAI Group, Inc
(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. Delaware (State or country under the law of which it is incorporated)
3. 20-1952428 (FEI number, if applicable)
4. 11/30/2004 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. 12/10/2004 (Date first transacted business in Florida, if prior to registration)
7. 840 N. Lenola Road Unit #6, Moorestown, NJ 08057 (Principal office address)
same (Current mailing address)

8. PAI Group, Inc is a holding company. It holds two single member LLCs.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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.

C T Corporation System
By: [Signature] TRACI HOUCK
SPECIAL 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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS, SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHMENT

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. Jeff Smith [Signature] (Treasurer)
(Signature of Director or Officer listed in number 12 of the application)

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

OFFICERS:

William J. Scott - President: 840 N. Lenola Road Unit #6, Moorestown, NJ 08057

Jeff Smith - Treasurer & Secretary: 840 N. Lenola Road Unit #6, Moorestown, NJ 08057

DIRECTORS:

William Filip: 840 N. Lenola Road Unit #6, Moorestown, NJ 08057

Andrew J. McElaney: 840 N. Lenola Road Unit #6, Moorestown, NJ 08057

William J. Scott: 840 N. Lenola Road Unit #6, Moorestown, NJ 08057

Jeff Smith: 840 N. Lenola Road Unit #6, Moorestown, NJ 08057

Matthew T. Vettel: 840 N. Lenola Road Unit #6, Moorestown, NJ 08057

Philip Yates: 840 N. Lenola Road Unit #6, Moorestown, NJ 08057

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TALLAHASSEE, FLORIDA

Delaware

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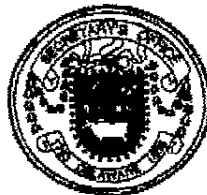
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAI GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JULY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAI GROUP, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2004.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3888915 8300

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AUTHENTICATION: 4884195

DATE: 07-07-06