

Document Number Only

FOO0000001003

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

500003146025--1

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*****70.00 *****70.00

CORPORATION(S) NAME

Avatar Financial Corp.

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00 FEB 24 PM 1:40
FLORIDA

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Limited Liability Partnership

Fictitious Name

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CONNIE BRADY

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

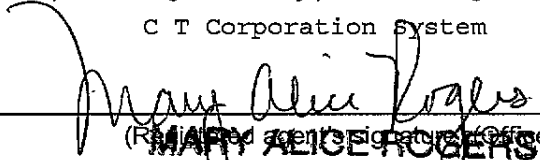
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Avatar Financial Corp.
(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. Delaware
(State or country under the law of which it is incorporated)
3. 23-3025161
(FEI number, if applicable)
4. January 7, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 386 S. Warminster Road, Suite A, Hatboro, Pennsylvania 19040

(Current mailing address)
8. To engage in financial services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

MARY ALICE ROGERS
Assistant Vice President
(Type Name and Title of Officer)

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CLERK OF CORPORATIONS
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CHAMBERLAIN, PARSONS & ASSOCIATES
CORPORATION
FEB 24 PM 1:40

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Alan H. Fishman

Address: 386 S. Warminster Road, Suite A
Hatboro, Pennsylvania 19040

Vice Chairman: _____

Address: _____

Director: Robert D. Davis

Address: 386 S. Warminster Road, Suite A
Hatboro, Pennsylvania 19040

Director: William P. Higgins

Address: 386 S. Warminster Road, Suite A
Hatboro, Pennsylvania 19040

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

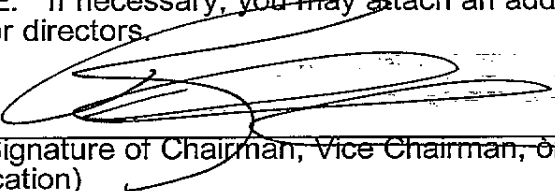
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Robert D. Davis, Vice President _____
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Avatar Financial Corp.**

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-
1. Alan H. Fishman, President, Chief Executive Officer
386 S. Warminster Road, Suite A
Hatboro, Pennsylvania 19040
 2. Robert D. Davis, Senior Vice President
386 S. Warminster Road, Suite A
Hatboro, Pennsylvania 19040
 3. William P. Higgins, Vice President, Treasurer
386 S. Warminster Road, Suite A
Hatboro, Pennsylvania 19040
 4. Mary Lourdes Gibbons, Secretary
386 S. Warminster Road, Suite A
Hatboro, Pennsylvania 19040

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AVATAR FINANCIAL CORP." 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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 24 PM 1:40




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0270224

DATE: 02-22-00