

(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:

_	Philip	H. Talbert		= 2				**
_	- -							
_								
_		(Firm	/Company)					-
		(A	Address)			•		
_	Fort La	uderdale, Flo	rida 33	308	-			·
		(City	/State/Zip)		- []	 03207 4/13/00 ****87.50	0107001	—3) .SO
Should you need	to call someo	ne concerning this m	atter, please	call:				
Philip H. 7		at (954		-4679		· _		
(Name o	of Person)	(A	rea Code &	Daytime Tel	lephone N	lumber)		
STREET ADDR	RESS:		MAIL	ING ADDRI	ESS:	WTAL	10545 8 W	5/10
Registration Sect Division of Corpo 409 E. Gaines St. Tallahassee, FL	orations		Division P.O. B	ration Section on of Corpora ox 6327 assee, FL 323	ations	ECRETARY OF LAHASSEE F	0 [710
Enclosed is a che	ck for the foll	owing amount:				STA LOR		
□ \$70.00 Filing		8.75 Filing Fee & Certificate of Status		Filing Fee & ed Copy	` (号元 87.50 Filing Certificate of Certified Cop	Status &	



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 21, 2000

PHILIP H. TALBERT TALBERT FINANCIAL SERVICES, INC. 3500 GALT OCEAN DRIVE, SUITE 1516 FORT LAUDERDALE, FL 33308

SUBJECT: TALBERT FINANCIAL SERVICES, INC.

Ref. Number: W00000010545

We have received your document for TALBERT FINANCIAL SERVICES, 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:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning your certified copy, as it is not the same as the certificate we require.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers Document Specialist

Letter Number: 000A00022036

TALBERT FINANCIAL SERVICES, INC.

CONSULTANTS AND **ADMINISTRATORS**

Offices in Oregon and Florida

Corporate Financing Mergers & acquisitions Corporate Reorganizations ESOP Structuring & Valuation

May 8, 2000

Lee Rivers Document Specialist Florida Department of State **Division of Corporations** P.O. Box 6327 Tallahassee, Florida 32214

SUBJECT:

Talbert Financial Services, Inc.

Ref. Number: W00000010545

Dear Mr. Rivers:

In accordance with your letter of April 21, 2000, a copy of which is enclosed herewith, I am enclosing a "Certificate of Existence" from the State of Oregon dated May 1, 2000.

I trust this is the document that you require in order to register this Corporation in the State of Florida.

Sincerely,

Philip H. Talbert

Chairman

Enclosure

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.

	<u>t Financial Servic</u>					
(Name of cor	poration; must include the word	"INCORPORA	TED", "CO	MPANY", "CORPO	DRATION" or	
words or abbr	eviations of like import in lang	uage as will cle	arly indicate	that it is a corporati	on instead of a	
natural person	or partnership if not so contain	ned in the name	at present.)			
•			p. 150,			
2. <u>Oregon</u>			2 93_	0864665		
(State or count	try under the law of which it is	incorporated)	J. <u>JJ</u>	(EEI number	, if applicable)	
		meo.po.aoa,		(1 D. Halloci	, ii appiicabie)	
4. <u>May 29</u>	1984	5. T	Pernetua	7		
(D	, 1984 ate of incorporation)		Duration: Ye	ar com will cease	to exist or "nem	etuel")
•		•		a cosp. will come	to exist of perp	ctuai j
5. <u>April</u>	1 2000					
(Date first tran	sacted business in Florida. If c	orporation has a	of transacted	husiness in Florida	incert "unon a	valification "
•	(SEE SEC	TIONS 607.150	1.607.1502.	and 817.155, F.S.)	d macre about d	uaimon.
	(=== 5= 5		1,007.1302	in 017.133, 1.13.)		
7. a. 3500 G	alt Ocean Drive, S	Suite 1516	, Fort	Lauderdale,	Florida,	33308
		ncipal office ad				
b. 3500 G	alt Ocean Drive, S	Suite 1516	, Fort	Lauderdale,	Florida	33308
		rrent mailing ad		·		
		_	•			
To eng	age in the lawful	activity	for whi	ch corporat	ions	
- mar be	organized e(s) of corporation authorized i	_	-			
(Purpos	e(s) of corporation authorized i	n home state or	country to be	carried out in state	of Florida)	
. Name and <u>st</u>	reet address of Florida reg	istered agent:	(P.O. Box	or Mail Drop Box	NOT acceptal	nle)
		•			<u> </u>	,,,,
Name:	Philip H. Talbert	-				
						_
)ffice Address	3500 Galt Ocean D	orive Sui	i+a 1516		255	8
711100 1 2001 000.	Jood dare occan i	DETACT DU	1510		<u> </u>	=
	Fort Lauderdale			. 22200	A.C.	WHY IO AHO
			, Fion	da <u>33308</u>	THASSEE FLOO	
				(Zip code)	<u>557</u>	
0.50					mic	三 吕
v. Registered :	agent's acceptance:				丑,	
					, E	//
laving been nam	ed as registered agent and to a	ccept service of	nrocess for a	the above stated co	Z. Proposition at Hos	
i inis application	t, I hereby accept the appointm	tent as registere	d avent and .	apree to act in this	canacity I film	has arres to
omply with the p	rovisions of all statutes relative	e to the proper	and complete	nerformance of w	vapacny. 1 jan v duties and I e	ner ugree w m familian wish
nd accept the ob	ligations of my position as regi	istered azent.		p	y waster, terril I f	m-jamusur With
		1111	7 //			
	- Star.	MALL	the			•
	(Reb	istered agent's	ionature)			•
	/ /					

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 ousmess sociesses of officers and/of directors:	/ · · ·
A. DIRECTORS	
Chairman: Philip H. Talbert	
Address: 3500 Galt Ocean Drive, Suite 1516, Fort Lauderda	le, Florida 33308
Vice Chairman:	
Address:	
Director: Philip H. Talbert, II	_
Address:8169 D. Andover Court	
Lake Clarke Shores, Florida 33406	
Director: Laurie A. Wambaugh	
Address 34 N.E. 213th 2034 N.E. 213th	
Fairview Oregon 97204	
B. OFFICERS	
President: Philip H. Talbert	
Address: _3500 Galt Ocean Drive; Suite 1516	
Fort Lauderdale, Florida 33308	
Vice President: Philip H. Talbert, II	
Address: 8169 D. Andover Court	
Lake Clarke Shores, Florida 33406	
Secretary: Laurie A. Wambaugh	
Address: 2034 N.E. 213th	ON I
Fairview, Oregon 97024	ASS.
Treasurer:	Fig. 2 III
Address:	FLOFT 5
	ATE AS
NOTE: If necessary, you may attach an addendum to the application listing additional officers and	(na dinastana
13. And	or directors.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the a	pplication)

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

Philip H. Talbert, Chairman

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE Corporation Division

I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

TALBERT FINANCIAL SERVICES, INC.

was

incorporated

under the Oregon

Business Corporation Act

on

May 29, 1984

and is active on the records of the Corporation Division as of the date of this certificate.





In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

BILL BRADBURY, Secretary of State

By Debra L. Virag

May 1, 2000