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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. WEBBER FINANCIAL 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. DELAWARE

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. 05-19-00

(Date of incorporation)

5.

(Duration: Year corp. will cease to exist or "perpetual")

6.

(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. 3801 PGA BLVD SUITE 1000 PALM BEACH
(Principal office address)

SAME

(Current mailing address)

8. Any and all lawful business.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

(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: ~~See attached officers/directors rider~~

BRIAN FILLWEBER
729 NORMANDY #P

Address:

Vice Chairman:

DEGRAY BRACH
2C 33484-

Address:

Director: CARL CAMPANELLI

Address: 10582 MAPLE TRACE D

BOCA RATON FL 33498

Director:

Address:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: ~~See attached officers/directors rider~~

BRIAN FILLWEBER

Address:

729 NORMANDY #P
DEGRAY BRACH FL 33484

Vice President:

SAME

Address:

Secretary:

SAME

Address:

Treasurer:

SAME

Address:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. Brian Fillweber
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BRIAN FILLWEBER, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEBBER FINANCIAL 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WEBBER FINANCIAL GROUP, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF MAY, A.D. 2000.

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

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00 NOV 20 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
00 NOV 21 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

3231617 8300

AUTHENTICATION: 0801969

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DATE: 11-17-00