

FO1000000820

TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Net Worth, Inc  
(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:

Joni Spaeth (Name of Person)  
Net Worth, Inc (Firm/Company)  
277 Coon Rapids Blvd, Suite 414 (Address)  
Minneapolis, MN 55433 (City/State and Zip code)

200003573312--8  
-01/24/01--01074--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

W01-1909

For further information concerning this matter, please call:

Joni Spaeth at (763) 786-2019  
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

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

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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



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 25, 2001

JONI SPAETH  
277 COONRAPIDS BLVD., STE 414  
MINNEAPOLIS, MN 55433

SUBJECT: NETWORTH, INC.  
Ref. Number: W01000001909

We have received your document for NETWORTH, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 801A00004207

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TALLAHASSEE, FLORIDA

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# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Roger A. Hubley, President do hereby certify  
(Name)

that this Resolution of the Board of Directors of NetWorth, Inc

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Minnesota

was duly adopted on December, 2000

Be it resolved, that NetWorth, Inc  
(Corporate Name)

organized and existing in the State of Minnesota, hereby adopts the name

NetWorth, Inc / Walnut Street Securities for use in Florida.

Dated: 2/5/01

R. A. Hubley, President  
Signature of either Chairman, Vice Chairman or any officer

Roger A. Hubley  
Type or print name

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00 FEB -9 AM 2:13  
SECRETARIES  
TALLAHASSEE FL (IDA)

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**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. Net Worth, 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. Minnesota 3. 38664  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. OCT, 1977 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(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. 277 Coon Rapids Blvd #414, Minneapolis, MN  
(Principal office address) 55433

583 Tallwood Street, Suite 102 Marco Island, FL  
(Current mailing address) FLORIDA ADDRESS 34145

8. Financial Planning  
(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: Net Worth, Inc Roger Hubley

Office Address: 583 Tallwood St #102  
Marco Island, Florida 34145  
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.*

[Signature]  
(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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: Roger Hubley

Address: 277 Coon Rapids Blvd #414, Minneapolis, MN 55433

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Sigrid Hubley

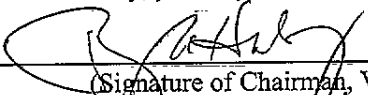
Address: 277 Coon Rapids Blvd #414, Minneapolis, MN 55433

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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. Roger A. Hubley, Chairman & President  
(Typed or printed name and capacity of person signing application)

State of Minnesota

**SECRETARY OF STATE**

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

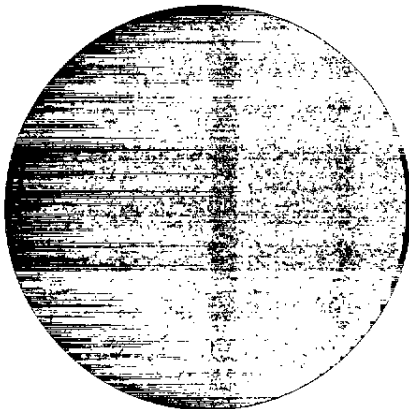
Name: NetWorth, Inc.

Date Formed: 10/24/1977

Chapter Governed By: 302A

This certificate has been issued on 01/19/01.

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00 FEB -9 AM 2:13  
SECRETARY OF STATE  
TALLMANSVILLE, MINN.



*Mary Kiffmeyer*  
Secretary of State.