



F01000006177

ACCOUNT NO. : 072100000032

REFERENCE : 394166 - 7280173

AUTHORIZATION

COST LIMIT

Patricia Pizit

01 NOV 16 PM 5:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 12, 2001

ORDER TIME : 10:07 AM

ORDER NO. : 394166-005

CUSTOMER NO: 7280173

601A 00063983

CUSTOMER: Mr. Adam R. Shaw
Mr. Adam R. Shaw
20 Corporate Woods Blvd.
2nd Floor
Albany, NY 12211

500004685615--4

FOREIGN FILINGS

NAME: PRIORITYFINANCIAL, INC.

C

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED FILED
01 NOV 16 AM 11:16 PM 5:55
DEPARTMENT OF SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

BK

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 16, 2001

JEANINE REYNOLDS
CSC
TALLAHASSEE, FL

SUBJECT: PRIORITYFINANCIAL, INC.
Ref. Number: W01000026412

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PRIORITYFINANCIAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned 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) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 701A00061913

RESUBMIT
Please give original
submission date as file date.

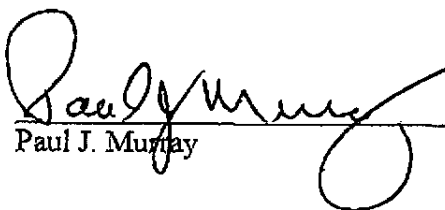
PRIORITYFINANCIAL, INC.
ACTION OF BOARD OF DIRECTORS
BY
UNANIMOUS WRITTEN CONSENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the Directors of PriorityFinancial, Inc., a Delaware corporation (the "Corporation"), do hereby consent to the adoption of the following resolutions and the taking of the following actions without a meeting, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

RESOLVED, that the Corporation adopts the name ^{"PA FINANCIAL,} INC.", under which it shall operate in Florida because its corporate name is not available for use in Florida, that the officers of the Corporation are authorized and directed to deliver a copy of this resolution and any other necessary documents to the Secretary of State of Florida or any other appropriate authority for filing.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 28 day of November, 2001.


Paul J. Murray

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.

PRIORITYFINANCIAL, 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.)

DELAWARE

3. 14-1834573

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

(FEI number, if applicable)

4. July 26, 2001

(Date of incorporation)

5. Perpetual

(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. 20 Corporate Woods Blvd. 2nd Floor, Albany, NY 12210

(Principal office address)

8. 20 Corporate Woods Blvd. 2nd Floor, Albany, NY 12211

(Current mailing address)

9. Any lawful purpose including insurance brokerage

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

10. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Street Address: 1201 Hays Street

Tallahassee

(City)

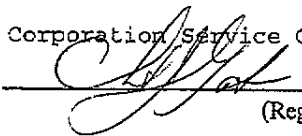
, Florida 32301

(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.

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TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Paul J. Murray
Address: 20 Corporate Woods, 2nd Floor, Albany, NY, 12211

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

Chairman: Paul J. Murray
Address: 20 Corporate Woods Blvd. 2nd Floor, Albany, NY, 12211

Vice President: _____

Address: _____

Treasurer: Adam R. Shaw
Address: 20 Corporate Woods Blvd. 2nd Floor Albany NY 12211

Treasurer: Adam R. Shaw
Address: 20 Corporate Woods Blvd. 2nd Floor Albany NY 12211

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

3. Paul J. Murray
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

4. Paul J. Murray, Director & President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIORITYFINANCIAL, 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRIORITYFINANCIAL, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JULY, A.D. 2001.

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

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01 NOV 16 PM 5:55
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3418885 8300

AUTHENTICATION: 1447801

010578025

DATE: 11-15-01