

CT CORPORATION

# F02000000825

FILED  
FEB 14 PM 4:28  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Northeast Financial Group, Inc.

d/b/a Estate Planning Advisors, Inc.

BK

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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02 FEB 14 PM 3:01  
DIVISION OF CORPORATION

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

2/14/02

Order#: 5119819

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

**UNANIMOUS WRITTEN CONSENT  
IN LIEU OF A MEETING  
OF  
THE BOARD OF DIRECTORS  
OF  
NORTHEAST FINANCIAL GROUP INC.**

**FILED**  
**02 FEB 14 PM 4:28**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, the members of the Board of Directors ("Board") of Northeast Financial Group Inc., a New Jersey corporation (the "Corporation"), hereby take the following actions by unanimous written consent in lieu of a meeting, which actions shall have the same force and effect as if duly adopted at a meeting:

**APPROVAL OF FICTITIOUS NAME IN FLORIDA**

WHEREAS, the Corporation desires the approval to use the name Estate Planning Advisors, Inc. in the State of Florida.

WHEREAS, the Corporation desires that the Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Qualification") attached hereto as Exhibit A be adopted and be filed with the Secretary of State of the State of Florida.

Now Therefore Be It

RESOLVED, that the name of the Corporation to be used in Florida will be Estate Planning Advisors, Inc. and in order to effect the change, the officers of the Corporation are and each of them is hereby authorized to execute and deliver the Qualification to be filed with the Secretary of State of the State of Florida.

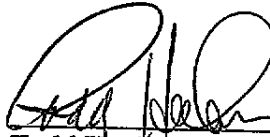
**GENERAL AUTHORITY**

RESOLVED, that any and all actions heretofore or hereafter taken by the officers or directors of the Corporation within the terms of any of the foregoing resolutions are hereby ratified and confirmed as the act and deed of the Corporation.

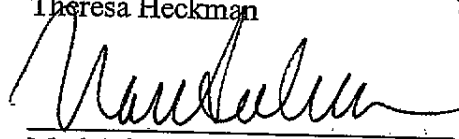
RESOLVED FURTHER, that each of the officers and directors of the Corporation is hereby authorized and directed to execute and deliver any and all documents and to take such other action as he or she deems necessary, advisable, or appropriate to carry out the purposes and intent, but within the limitations, of the foregoing resolutions.

This unanimous written consent may be signed in counterpart signature pages, each of which shall be deemed an original, but all of which together shall be considered one and the same instrument.

IN WITNESS WHEREOF, the undersigned have hereunto executed this consent  
as of January 28, 2002.

  
Todd Heckman

  
Theresa Heckman

  
Mark Biderman

FILED  
02 FEB 14 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILED  
FEB 28 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, 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. Northeast Financial Group, Inc. will do business in Florida as Estate Planning Advisors, 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. New Jersey 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 25, 1994 5. perpetual  
(Date of incorporation) (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. 4817 North AIA, Vero Beach, FL 32963  
787 7th Avenue, 49th Floor, New York, NY 10019  
(Current mailing address)
8. to engage in any activity within the purposes for which corporations may be organized  
(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: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(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.*

C T Corporation System

Carmin B. B. B.

(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See Attached List

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

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

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

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

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

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

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

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See Attached List

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. Renee R. Noack  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Renee R. Noack, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
02 FEB 14 PM 14:28  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**Attachment of Application by Foreign Corporation  
for Authorization to Transact Business in Florida  
for Northeast Financial Group Inc.**

**FILED**  
20 FEB 14 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Officers**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Todd Heckman	President and Secretary	4817 North A1A Vero Beach, FL 32963
Lawrence Becker	Treasurer	787 7 <sup>th</sup> Avenue, 49 <sup>th</sup> Floor, New York, NY 1019
Theresa Heckman	Vice President	4817 North A1A Vero Beach, FL 32963
Douglas Hammond	Vice President	787 7 <sup>th</sup> Avenue, 49 <sup>th</sup> Floor, New York, NY 1019
Stephanie Scherr Olson	Vice President	787 7 <sup>th</sup> Avenue, 49 <sup>th</sup> Floor, New York, NY 1019
Mark Biderman	Vice President	787 7 <sup>th</sup> Avenue, 49 <sup>th</sup> Floor, New York, NY 1019
Lori Lieser	Vice President	787 7 <sup>th</sup> Avenue, 49 <sup>th</sup> Floor, New York, NY 1019
Miriam Katz	Assistant Secretary	787 7 <sup>th</sup> Avenue, 49 <sup>th</sup> Floor, New York, NY 1019
Renee R. Noack	Assistant Secretary	787 7 <sup>th</sup> Avenue, 49 <sup>th</sup> Floor, New York, NY 1019

**Directors**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Todd Heckman	President and Secretary	4817 North A1A Vero Beach, FL 32963
Theresa Heckman	Vice President	4817 North A1A Vero Beach, FL 32963
Mark Biderman	Vice President	787 7 <sup>th</sup> Avenue, 49 <sup>th</sup> Floor, New York, NY 1019

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

NORTHEAST FINANCIAL GROUP INC.

02 FEB 14 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Profit Corporation was  
registered by this office on January 25, 1994.*

*As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.*

*I further certify that the registered agent and  
registered office are:*

*Kennith Cohen, Esq.  
23 Vreeland Road  
Suite 120  
Florham Park, NJ 07932*

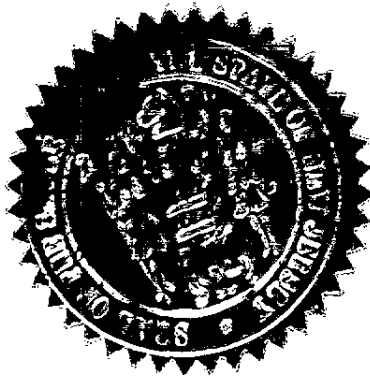
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STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

NORTHEAST FINANCIAL GROUP INC.

02 FEB 14 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
13th day of February, 2002



A handwritten signature in cursive script, reading "John E. McCormac".

John E McCormac, CPA  
State Treasurer