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TRANSMITTAL LETTER

FILED
2002 JUL -5 AM 10:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: The Appleton Group, 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:

Peter Appleton Jones
(Name of Person)

The Appleton Group, Inc.
(Firm/Company)

South Trust Bank Building, 150 Second Ave. North, Suite 770
(Address)

St. Petersburg FL 33701
(City/State and Zip code)

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For further information concerning this matter, please call:

Jacky Breeden at (727) 895-3720
(Name of Person) (Area Code & Daytime Telephone Number)

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

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. The Appleton 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. Massachusetts 3. 04-3267461
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Jan 12 1999 5. -
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 6-15-02
(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. South Trust Bank Building, 150 Second Ave. North, Suite 770 St. Petersburg
(Principal office address)

Same as above
(Current mailing address)

8. Consulting and Publishing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

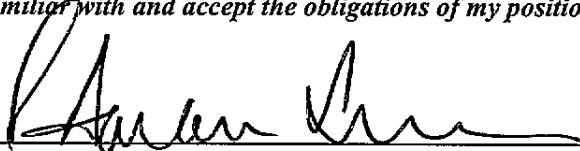
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Peter Appleton Jones

Office Address: South Trust Bank Building, 150 Second Ave. North, Suite 770
St. Petersburg, Florida 33701
(City) (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.


(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: Peter Appleton Jones

Address: 116 Bay Point DR. NE

St. Petersburg FL 33704

Director: Anna Appleton Jones

Address: 116 Bay Point DR. NE

St. Petersburg FL 33704

B. OFFICERS

President: Peter Appleton Jones

Address: 116 Bay Point DR. NE

St. Petersburg FL 33704

Vice President: Anna Appleton Jones

Address: 116 Bay Point DR. NE

St. Petersburg FL 33704

Secretary: Anna Appleton Jones

Address: 116 Bay Point DR. NE

Treasurer: Anna Appleton Jones

Address: 116 Bay Point DR. NE

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. PETER APPLETON JONES, PRESIDENT

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

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TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

July 1, 2002

TO WHOM IT MAY CONCERN:

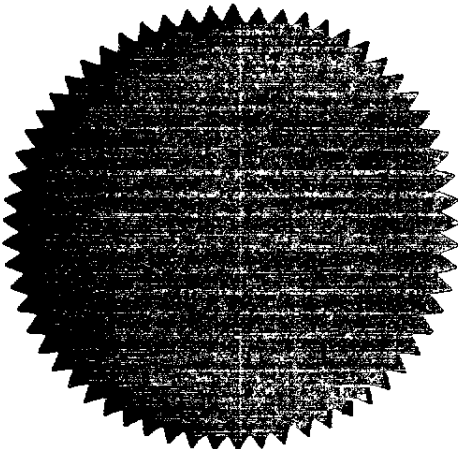
I hereby certify that

THE APPLETON GROUP INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on **January 12, 1999**.

I also certify that so far as appears of record here, said corporation still has legal existence.

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TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

