

FO200 0004935
TRANSMITTAL LETTER

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pinnacle Financial Group Incorporated
(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:

Becky Johnson

(Name of Person)

Pinnacle Financial Group Incorporated

(Firm/Company)

7825 Washington Ave S. Ste 410

(Address)

Minneapolis MN 55439

(City/State and Zip code)

For further information concerning this matter, please call:

100007775071--8
-09/16/02-01076--022
米米米米米78.75 米米米米米78.75

Becky Johnson at (952) 996-0559
(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

FL019 - 1/23/02 C T Filing Manager Online

JB
a 3002



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 17, 2002

BECKY JOHNSON
PINNACLE FINANCIAL GROUP INCORPORATED
7825 WASHINGTON AVE. S., STE. 410
MINNEAPOLIS, MN 55439

SUBJECT: PINNACLE FINANCIAL GROUP INCORPORATED
Ref. Number: W02000026966

We have received your document for PINNACLE FINANCIAL GROUP INCORPORATED 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 902A00052934

02 SEP 27 AM 10:29
RECEIVED
SECRETARY OF STATE
FLORIDA
AND
FILED

**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. Pinnacle Financial Group Incorporated

(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. 41-1817271

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

(FEI number, if applicable)

4. 07/18/1995

5. Perpetual

(Date of incorporation)

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

6. 09/16/2002

(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. 7825 Washington Ave S. Ste 410, Minneapolis, MN 55439

(Principal office address)

Same as above

(Current mailing address)

Debt Collection

8. (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

(City)

(Zip code)

02 SEP 27 AM 10:29
REGISTERARY OF STATE
TANIAH
FLORIDA
APPROVED
AND
FILED

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.

By: Lauren Greco
C T Corporation System

**Lauren Greco
Assistant Secretary**

(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.

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Anthony Miche (Name), do hereby certify

that this Resolution of the Board of Directors of Pinnacle Financial

Group Incorporated
(Corporate Name)

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

Minnesota

was duly adopted on July 18, 1995

Be it resolved, that Pinnacle Financial Group Incorporated
(Corporate Name)

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

PFG of Minnesota, Inc. for use in Florida.

Dated: 9/23/02


Signature of either Chairman, Vice Chairman or any officer

Anthony Miche

Type or print name

Make checks payable to Florida Department of State and mail to:

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

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

A. DIRECTORS *SEE ATTACHMENT*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*

President: Anthony Michel

Address: 7825 Washington Ave S. Ste 410
Minneapolis, MN 55439

Vice President: Michael Raab

Address: 7825 Washington Ave S. Ste 410
Minneapolis, MN 55439

Secretary: Darrin Juve

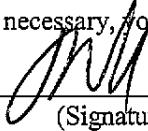
Address: 7825 Washington Ave S. Ste 410 Minneapolis, MN 55439

Treasurer: Darrin Juve

Address: 7825 Washington Ave S. Ste 410 Minneapolis, MN 55439

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. Anthony Michel, President

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

APPROVED
AND
FILED
02 SEP 27 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment

Florida Foreign Corporation Authorization to Conduct Business
Pinnacle Financial Group Incorporated

1.	Full Name:	Michael Raab
	Officer/Director:	Officer, Director
	Officer's Title:	Vice-President/Director
	Business Address:	7825 Washington Ave S. Ste 410
	City:	Minneapolis
	State:	MN
	ZIP Code:	55439
2.	Full Name:	Darrin Juve
	Officer/Director:	Officer, Director
	Officer's Title:	Secretary/Treasurer/Director
	Business Address:	7825 Washington Ave S. Ste 410
	City:	Minneapolis
	State:	MN
	ZIP Code:	55439
3.	Full Name:	Anthony Michel
	Officer/Director:	Officer, Director
	Officer's Title:	President/Director
	Business Address:	7825 Washington Ave S. Ste 410
	City:	Minneapolis
	State:	MN
	ZIP Code:	55439

02 SEP 27 AM 10: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

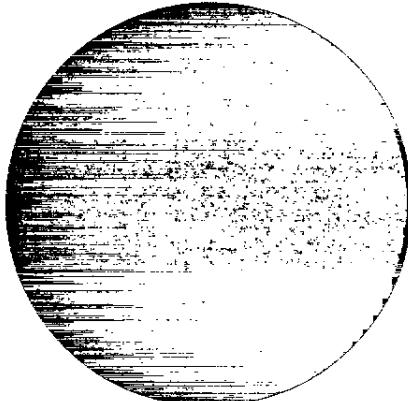
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the 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: Pinnacle Financial Group Incorporated

Date Formed: 07/18/1995

Chapter Governed By: 302A

This certificate has been issued on 06/12/02.



Mary Kiffmeyer
Secretary of State.