

FO2000005355

Oct-02 10:29am
DIVISION OF CORPORATIONS

From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Arwater Capital Group, Inc.

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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. Atwater Capital 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. Illinois
(State or country under the law of which it is incorporated)
3. 36-3939162
(FEI number, if applicable)
4. February 9, 1984
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(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. 11910 Hadyn Drive, Boca Raton, FL 33498
(Principal office address)
11910 Hadyn Drive, Boca Raton, FL 33498
(Current mailing address)
8. real estate investment
(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: William A. Cocose
Office Address: 10910 Haydn Drive
Boca Raton, Florida 33498
(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.

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

A. DIRECTORS

Chairman: William A. Cocose

Address: 10910 Hadyn Drive, Boca Raton, FL 33498

Vice Chairman: _____

Address: _____

Director: Diane Stevens

Address: 10910 Hadyn Drive, Boca Raton, FL 33498

Director: _____

Address: _____

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B. OFFICERS

President: William A. Cocose

Address: 10910 Haydn Drive, Boca Raton, FL 33498

Vice President: _____

Address: _____

Secretary: William A. Cocose

Address: 10910 Haydn Drive, Boca Raton, FL 33498

Treasurer: _____

Address: _____

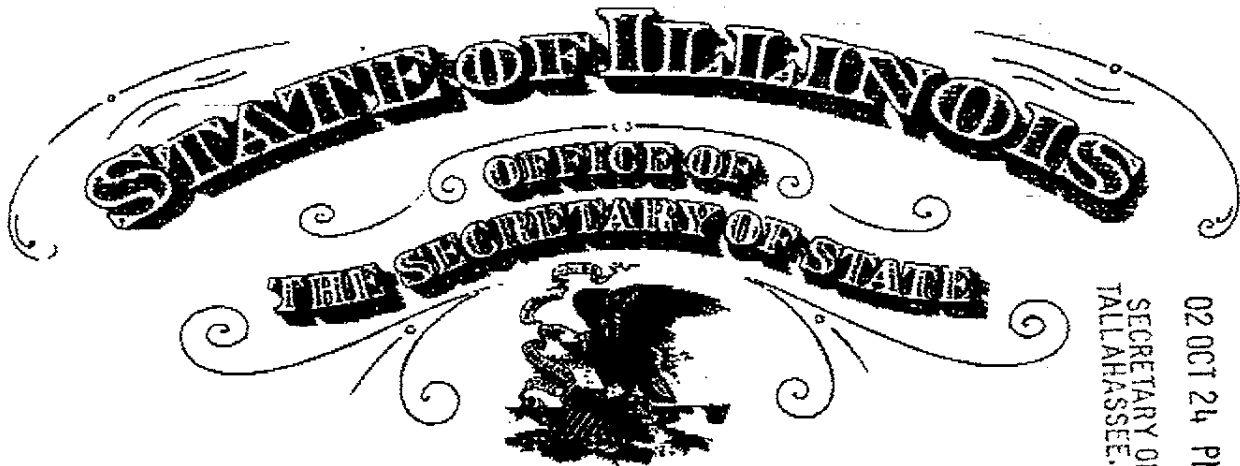
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. William Cocose
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William A. Cocose, President
(Typed or printed name and capacity of person signing application)

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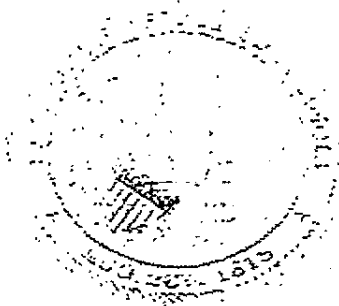
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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do

hereby certify that ATWATER CAPITAL GROUP, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 9, 1994, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 18TH
day of OCTOBER 2002 **A.D.**



Jesse White

SECRETARY OF STATE