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TRANSMITTAL LETTER

2005 JAN 12 P 1:45

TO: Registration Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: eVerge 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:

Michelle Young
(Name of Person)
eVerge Group, Inc.
(Firm/Company)
2805 Dallas Parkway, Suite 240
(Address)
Plano, TX 75093
(City/State and Zip code)

For further information concerning this matter, please call:

Michelle Young at (972) 608-1803 x5911
(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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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. eVerge Group, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

eVerge Group
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Texas 3. 75-2515324
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 23, 1993 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 3, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2805 Dallas Parkway, Ste 240, Plano, TX 75093
(Principal office address)

2805 Dallas Parkway, Ste 240, Plano, TX 75093
(Current mailing address)

8. Consulting Services
(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 NOT acceptable)

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

Michael E. Jones
(Registered agent's signature)

Michael E. Jones
Assistant Secretary

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:

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A. DIRECTORS

Chairman: Esteban Neely
Address: 2805 Dallas Parkway, Ste 240
Plano, TX 75093

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: Mary-Lincoln Neely
Address: 2805 Dallas Parkway, Ste 240
Plano, TX 75093

Director: Esteban Neely
Address: 2805 Dallas Parkway, Ste. 240 Plano, TX 75093

Director: Mary-Lincoln Neely
Address: 2805 Dallas Parkway, Ste 240, Plano, TX 75093

B. OFFICERS

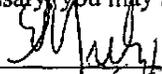
President: Esteban Neely
Address: 2805 Dallas Parkway, Ste 240
Plano, TX 75093

Vice President: John Beall
Address: 2805 Dallas Parkway, Ste. 240
Plano, TX 75093

Secretary: Mary-Lincoln Neely
Address: 2805 Dallas Parkway, Ste 240, Plano, TX 75093

Treasurer: Esteban Neely
Address: 2805 Dallas Parkway, Ste 240, Plano, TX 75093

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Esteban Neely, President
(Typed or printed name and capacity of person signing application)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for EVERGE GROUP, INC. (filing number: 129526900), a Domestic Business Corporation, was filed in this office on December 23, 1993.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 17, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State