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FOREIGN PROFIT QUALIFICATION

Reorganized RFS Corporation

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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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. Reorganized RFS Corporation  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")

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

2. Delaware 3. 51-0113548  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 27, 1970 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. c/o Hon. James A. Goodman, 7776 Lakeside Blvd., Unit G504, Boca Raton, FL 33434  
(Principal office address)

same as above  
(Current mailing address)

8. Insurance holding company  
(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 NOI acceptable)

Name: CT Corporation System

Office Address: 1206 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.*

CT Corporation System

By: [Signature]  
(Registered agent's signature)

Sohan Dindyal  
Vice President

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: \_\_\_\_\_

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

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

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

Director: Hon. James A. Goodman

Address: 7775 Lakeside Blvd., Unit G504

Boca Raton, FL 33434

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

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

**B. OFFICERS**

President: Hon. James A. Goodman

Address: 7775 Lakeside Blvd., Unit G504

Boca Raton, FL 33434

Vice President: \_\_\_\_\_

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

Secretary: Hon. James A. Goodman

Address: 7775 Lakeside Blvd., Unit G504

Treasurer: Boca Raton, FL 33434

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

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. James A. Goodman, Director/President  
(Typed or printed name and capacity of person signing application)

# Delaware

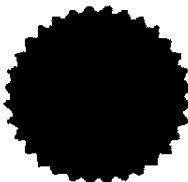
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REORGANIZED RFS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3048257

050350286

DATE: 05-02-05