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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Neibauer & Co., P.C.

(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:

Marc Neibauer

(Name of Person)

Neibauer & Co., P.C.

(Firm/Company)

2475 NW 63rd Street

(Address)

Boca Raton, FL 33496

(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Marc Neibauer

at 561-994-4348

(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

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. Neibauer & Co., P.C.

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

Neibauer & Company, P.C.

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

2. Pennsylvania

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

3. 23-2663341

(FEI number, if applicable)

4. 11-1-91

(Date of incorporation)

5. Perpetual

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

6. 6-1-05

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

7. 469 Johnson Street, Jenkintown, PA 19046

(Principal office address)

2475 NW 63rd Street, Boca Raton, FL 33496

(Current mailing address)

8. Accounting & tax 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: Andrea Morris

Office Address: 2475 NW 63rd Street

Boca Raton

(City)

, Florida 33496

(Zip code)

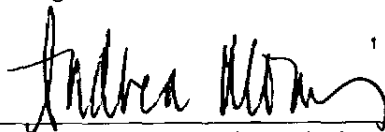
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TALLAHASSEE FLORIDA

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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: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Marc Neibauer

Address: 2475 NW 63rd Street

Boca Raton, FL 33496

Vice President: Fred Neibauer

Address: 469 Johnson Street

Jenkintown, PA 19046

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. Marc Neibauer, President

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

Attached are the forms and instructions to register a foreign profit corporation to transact business in Florida. The requirements are as follows:

- Pursuant to section 607.1503(1), Florida Statutes, the attached application must be completed in its entirety.
- The corporation must submit an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of corporate records in the state or country under the law of which it is incorporated. A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.
- There is a \$70.00 registration fee and a letter of acknowledgment will be issued free of charge upon registration.
- Certification fees are optional. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy of the application is \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50). Please check the appropriate box on the transmittal letter and send one check for the total amount made payable to the Florida Department of State.
- The transmittal letter included in this packet should be completed and submitted along with the certificate, application and check. Both the mailing address and courier address are noted in the transmittal letter.

Any further inquiries concerning this matter should be directed to the Registration/Tax Lien Section by calling (850) 245-6051 or writing the Registration Section, Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314.

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TALLAHASSEE, FLORIDA

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

April 28, 2005

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

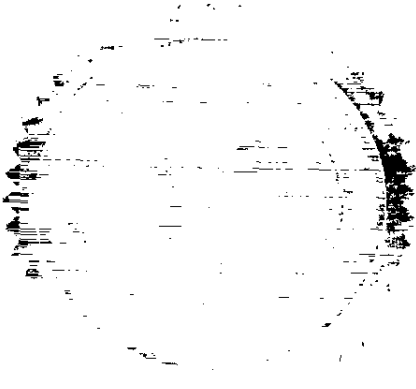
NEIBAUER & CO. P.C.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pecko A. Cantor's

Secretary of the Commonwealth

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