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CT CORPORATION SYSTEM

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Division of Corporations

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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

The Tioga Group, Inc.

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[Signature]

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. The Tioga Group, Inc.

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

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

2. Delaware

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

3. 23-3044796

(FEI number, if applicable)

4. May 13, 2000

(Date of incorporation)

5. perpetual

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

6. upon qualification

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

7. 1617 John F. Kennedy Blvd, Suite 1252, Philadelphia, PA 19103

(Principal office address)

Same as above

(Current mailing address)

8. Surface Freight Transportation Consulting

(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: C.T. Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

C.T. Corporation System

By: Margaret E. Routzahn

(Registered agent's signature)

MARGARET E. ROUTZAHN

Special 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:

PL019 - 2/1/03 C.T. System Online

b0'd 70101

A. DIRECTORS

Chairman: _____

Address: _____

Director: Frank R. HarderAddress: 1617 John F. Kennedy Blvd., Suite 1252Philadelphia, PA 19103Director: Stephen C. NiemanAddress: 1572 Stanley Dollar Drive - Suite 2AWalnut Creek, CA 94595Director: Daniel S. SmithAddress: 288 Rheem Blvd.Moraga, CA 94556**B. OFFICERS**President: Stephen C. NiemanAddress: 1572 Stanley Dollar Drive-Suite 2AWalnut Creek, CA 94595

Vice President: _____

Address: _____

Secretary: Daniel S. SmithAddress: 288 Rheem Blvd., Moraga, CA 94556Treasurer: Frank R. Harder.Address: 1617 John F. Kennedy Blvd, Suite 1252, Philadelphia, PA. 19103

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

13. Frank R. Harder

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

14. Frank R. Harder, Treasurer

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

Delaware

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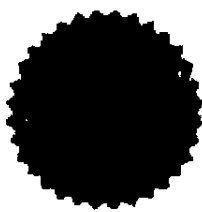
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE TIIGA GROUP, INC." 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 TWENTIETH 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.

RECEIVED
MAY 20 2005
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3894003

DATE: 05-20-05

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