

F 05000003223

From:

Division of Corporations

5/21/2005 11:41 #003 P.003/007

Page 1 of 1

Florida Department of State
Division of Corporations
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((H05000132477 3)))

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

FOREIGN PROFIT QUALIFICATION

McRae & Stolz, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

SECRET
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

05 MAY 26 AM 8:29

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From:

06/01/2005 11:40 #084 P.001/007

850-205-0381

PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 27, 2005

NATIONAL CORPORATE RESEARCH, LTD.

SUBJECT: MCRAE & STOLZ, INC.
REF: W05000026713

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

FAX And. #: H05000132477
Letter Number: 805A00038202

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

From:

06/01/2005 11:41 #084 P.002/007

05/31/2005 14:00 7783982556

MCRAESTOLZ

PAGE 02

[

May 31, 2005

Mr. Lee Rivers
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: McRae & Stolz, Inc.

Dear Mr. Rivers:

We are McRae & Stolz Florida, Inc. McRae & Stolz, Inc. is a related entity to McRae & Stolz Florida, Inc. We authorize the use of the name McRae & Stolz, Inc.

Please contact us if you have any questions.

Very truly yours,

MCRAE & STOLZ FLORIDA, INC.


Name: Lee Rivers
Its: Pres.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From:

06/01/2005 11:43 #084 P.007/007

Transmit report

P.1

05/26/2005 09:41
27NE00933
TC:45376

REMOTE STATION	START	TIME	Pases	RESULT	REMARKS
18502050383	05-26 09:39	00:02 21	004/004	OK	

REMARKS TMR:Timer, POL:Poll, TRN:Turn around, 2IN:2in1 Tx, ORG:Original size set, DPG:Book Tx
FME:Frame erase Tx, MIX:Mixed original, CALL:Manual-Com, KRDS:KRDS, FWD:FORWARD
FLP:Flip Side 2, SP:Special Original
FCODE:Fcode, MBX:Confidential, BUL:Bulletin, RLY:Relay, RTX:Re-Tx, PC:PC-FAX
S-OK:Stop communication, Busy:Busy, Cont.:Continue, No ans:No answer
M-full:Memory full, PW-OFF:Power switch OFF, TEL:Rx from TEL

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TALLAHASSEE, FLORIDA

Division of Corporations

Page 1 of 1

Florida Department of State
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To: Division of Corporations
Fax Number 1 (888) 205-0303

From: Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : 220090000000
Phone : (800) 221-0102
Fax Number : (212) 564-6002

FOREIGN PROFIT QUALIFICATION

McRae & Stolz, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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From:

06/01/2005 11:41 #084 P.004/007

(H05000132477 3)

**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. McRae & Stolz, 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. Georgia 3. 58-1956076
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 09/04/1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 388 N. Main Street, Suite 400, Alpharetta, Georgia 30004
(Principal office address)
366 N. Main Street, Suite 400, Alpharetta, Georgia 30004
(Current mailing address)
8. Real Estate Management
(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: National Corporate Research, Ltd.
Office Address: 103 North Meridian Street
Tallahassee, Florida 32301
(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.

Ida Borovoy
(Registered agent's signature) Ida Borovoy, Asst. Secy.

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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From:

06/01/2005 11:42 #084 P.005/007

(H05000132477 3)

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: I. William Stolz

Address: 366 N. Main Street, Suite 400, Alpharetta, Georgia 30004

Director: W. Alan McRae

Address: 366 N. Main Street, Suite 400, Alpharetta, Georgia 30004

B. OFFICERS

President: W. Alan McRae,

Address: 366 N. Main Street, Suite 400, Alpharetta, Georgia 30004

CEO: _____

Vice President: I. William Stolz, CEO

Address: 366 N. Main Street, Suite 400, Alpharetta, Georgia 30004

Secretary: Nancy Knight

Address: 366 N. Main Street, Suite 400, Alpharetta, Georgia 30004

Treasurer: _____

Address: _____

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

13. [Signature]

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

14. I. William Stolz, CEO

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

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05 MAY 26 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:

06/01/2005 11:42 #084 P.006/007

(H05000132477 3)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : K115796
DATE INC/AUTH/FILED: 09/04/1991
JURISDICTION : GEORGIA
PRINT DATE : 05/25/2005
FORM NUMBER : 211

NATIONAL CORPORATE RESEARCH, LTD.
MELISSA ALLEN
225 WEST 34TH STREET, SUITE 910
NEW YORK, NY 10122-0032

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20050525203209538



Cathy Cox
Cathy Cox
Secretary of State

(H05000132477 3)

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05 MAY 26 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA