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Division of Corporations

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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

The Princeton Retirement Group, Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 13-4026675
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/21/1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 07/15/2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1301 & 607.1502, F.S., to determine penalty liability)
7. 1400 Merrill Lynch Drive, Pennington, NJ 08534
(Principal office address)

same
(Current mailing address)
8. Recordkeeper for retirement plans.
(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.
CT Corporation System
By: Michael J. Mitchell
(Registered agent's signature) 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 SEE ATTACHMENTChairman: Michael FalconAddress: 1400 Merrill Lynch DrivePennington, NJ 08534

Vice Chairman: _____

Address: _____

Director: Anthony DaulerioAddress: 1400 Merrill Lynch DrivePennington, NJ 08534Director: Barry LindenbaumAddress: 1400 Merrill Lynch DrivePennington, NJ 08534**B. OFFICERS SEE ATTACHMENT**President: Cynthia HayesAddress: 1400 Merrill Lynch DrivePennington, NJ 08534

Vice President: _____

Address: _____

Secretary: Barry LindenbaumAddress: 1400 Merrill Lynch Drive Pennington, NJ 08534Treasurer: Anthony DaulerioAddress: 1400 Merrill Lynch Drive Pennington, NJ 08534

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. Cynthia Hayes, President

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

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**Attachment to
Application by Foreign Corporation for Authorization to Transact Business in Florida of
The Princeton Retirement Group, Inc.**

12.

A. DIRECTORS

**Director: Cynthia Hayes
1400 Merrill Lynch Drive
Pennington, NJ 08534**

B. OFFICERS

**Chief Executive Officer: Michael Falcon
1400 Merrill Lynch Drive
Pennington, NJ 08534**

FROM CORPORATION TRUST WILM TEAM #2

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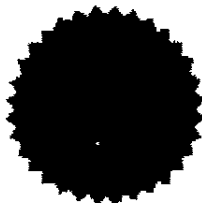
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE PRINCETON RETIREMENT 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 FIFTEENTH DAY OF JULY, A.D. 2005.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2935071 8300

AUTHENTICATION: 4024967

050587501

DATE: 07-15-05