

F06000003596

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Investment Advisors International, Inc.

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5/19/2006

**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. INVESTMENT ADVISORS INTERNATIONAL, 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

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

3. 20-3992563

(FEI number, if applicable)

4. 12/06/2005

(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. 11315 Johns Creek Parkway, Duluth, GA 30097

(Principal office address)

same

(Current mailing address)

8. Investment advisory 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: CT 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 as 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: Joan E. Olden

(Registered agent's signature)

JOAN E. OLDEN

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**A. DIRECTORS SEE ATTACHMENT**

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kimberly A. ScoullerAddress: 11315 Johns Creek ParkwayDuluth, GA 30097Director: Tim L. StonehockerAddress: 11315 Johns Creek ParkwayDuluth, GA 30097**B. OFFICERS SEE ATTACHMENT**President: Jim StoddardAddress: 11315 Johns Creek ParkwayDuluth, GA 30097Vice President: Raymond PowellAddress: 11315 Johns Creek ParkwayDuluth, GA 30097Secretary: Leesa M. EasleyAddress: 11315 Johns Creek Parkway, Duluth, GA 30097Treasurer: Nancy A. MooreAddress: 11315 Johns Creek Parkway, Duluth, GA 30097

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. Leesa M. Easley, Secretary

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

Attachment to Florida

Officers & Directors

-
- | | | |
|------|-------------------|---------------------------|
| 1. | Full Name: | Jim Stoddard |
| | Officer/Director: | Officer |
| | Business Address: | 11315 Johns Creek Parkway |
| | City: | Duluth |
| | State: | GA |
| | ZIP Code: | 30097 |
|
 | | |
| 2. | Full Name: | Andrew Schaad |
| | Officer/Director: | Officer |
| | Business Address: | 11315 Johns Creek Parkway |
| | City: | Duluth |
| | State: | GA |
| | ZIP Code: | 30097 |
|
 | | |
| 3. | Full Name: | Nancy A. Moate |
| | Officer/Director: | Officer |
| | Business Address: | 11315 Johns Creek Parkway |
| | City: | Duluth |
| | State: | GA |
| | ZIP Code: | 30097 |
|
 | | |
| 4. | Full Name: | Leesa M. Easley |
| | Officer/Director: | Officer |
| | Business Address: | 11315 Johns Creek Parkway |
| | City: | Duluth |
| | State: | GA |
| | ZIP Code: | 30097 |
|
 | | |
| 5. | Full Name: | Raymond Powell |
| | Officer/Director: | Officer |
| | Business Address: | 11315 Johns Creek Parkway |
| | City: | Duluth |
| | State: | GA |
| | ZIP Code: | 30097 |
|
 | | |
| 6. | Full Name: | Saundra Archuleta |
| | Officer/Director: | Officer |
| | Business Address: | 11315 Johns Creek Parkway |
| | City: | Duluth |
| | State: | GA |
| | ZIP Code: | 30097 |
|
 | | |
| 7. | Full Name: | Scott W. Ham |
| | Officer/Director: | Director |
| | Director's Title: | Other Director |
| | Business Address: | 11315 Johns Creek Parkway |
| | City: | Duluth |
| | State: | GA |

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ZIP Code: 30097

8. Full Name: Monte Holm
Officer/Director: Director
Director's Title: Other Director
Business Address: 11315 Johns Creek Parkway
City: Duluth
State: GA
ZIP Code: 30097

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVESTMENT ADVISORS INTERNATIONAL, 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 SEVENTEENTH DAY OF MAY, A.D. 2006.

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.

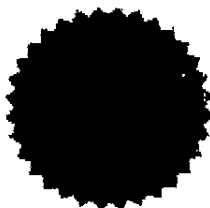
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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4752624

DATE: 05-17-06

TOTAL P.06