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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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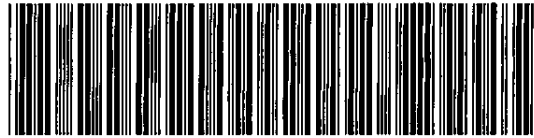
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUN 16 2006

TELEPHONE
(818) 500-9418

FAX NUMBER
(818) 500-0129

R. ROSSER COLE
A LAW CORPORATION
200 NORTH MARYLAND AVENUE, SUITE 302
GLENDALE, CALIFORNIA 91206
E-MAIL: rosser@earthlink.net

ANN P. CHRISTENSEN
PARALEGAL
LIUSKA RINCON
PARALEGAL

June 12, 2006

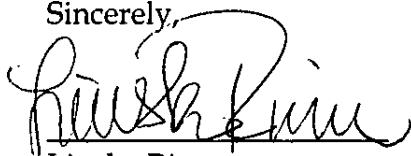
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: The Prescott Group, Inc.

Enclosed please find an original and a copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Status, and a check for \$78.75 for the filing fees and certification. Please file and return one certified copy.

If you have any questions, please do not hesitate to contact our office (818) 500-9418.

Sincerely,



Liuska Rincon,
Corporate Paralegal
For R. Rosser Cole, Esq.

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: The Prescott Group Inc.
(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:

Liuska Rincon

(Name of Person)

R. Rosser Cole, A Law Corporation

(Firm/Company)

200 N Maryland Ave #302

(Address)

Glendale, CA 91206

(City/State and Zip code)

For further information concerning this matter, please call:

Liuska Rincon

(Name of Person)

at (818) 500-9418

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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TALLAHASSEE, FLORIDA

**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 Prescott Group, Inc.

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

The Prescott Training Group, Inc.

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

2. California

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

3. _____

(FEI number, if applicable)

4. May 8, 2006

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 14751 Plaza Drive, Suite P, Tustin, CA 92780

(Principal office address)

14751 Plaza Drive, Suite P, Tustin, CA 92780

(Current mailing address)

8. 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: Robert Beilhart

Office Address: 294 Spotts Wood Cr
Clearwater, Florida 33756
(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.

Robert W. Beilhart

(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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lori Prescott

Address: 14751 Plaza Drive, Suite P,

Tustin, CA 92780

Director: Robert Beilhart

Address: 294 Spotts Woode Ct

CLEARWATER FL 33756

B. OFFICERS

President: Lori Prescott

Address: 14751 Plaza Drive, Suite P,

Tustin, CA 92780

Vice President: _____

Address: _____

Secretary: Lori Prescott

Address: 14751 Plaza Drive, Suite P, Tustin, CA 92780

Treasurer: Robert Beilhart

Address: 14751 Plaza Drive, Suite P, Tustin, CA 92780

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

13. Robert W. Beilhart

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

14. Robert Beilhart, Treasurer

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

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, **BRUCE McPHERSON**, Secretary of State of the State of California, hereby certify:

That on the **8th day of May, 2006**, **THE PRESCOTT GROUP, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
May 25, 2006.



BRUCE McPHERSON
Secretary of State