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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PHL Financial Consulting Co., 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:

Charles A. Lubitz, Esquire
(Name of Person)
Casey Ciklin Lubitz Martens & O'Connell
(Firm/Company)
515 North Flagler Drive, Suite 1900
(Address)
West Palm Beach, FL 33401
(City/State and Zip code)

For further information concerning this matter, please call:

Charles A. Lubitz, Esquire at (561) 832-5900
(Name of Person) (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

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. PHL Financial Consulting Co., 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. 58-2682932
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/16/2004 5. Perpetual
(Date of incorporation) (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. 44 Cocoanut Row, Suite T1/T2, Palm Beach, FL 33480
(Principal office address)

44 Cocoanut Row, Suite T1/T2, Palm Beach, FL 33480
(Current mailing address)

8. (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: Charles A. Lubitz, Esquire

Office Address: 515 North Flagler Drive, Suite 1900

West Palm Beach, Florida 33401
(City) (Zip code)

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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.

Charles A. Lubitz
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Prescott Lester

Address: 44 Cocoanut Row, Suite T1/T2, Palm Beach, FL 33480

Vice President: Howard Lester

Address: 44 Cocoanut Row, Suite T1/T2, Palm Beach, FL 33480

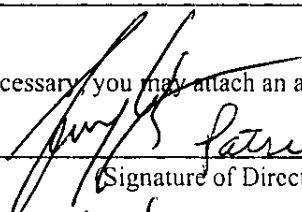
Secretary: Patricia B. Lester

Address: 44 Cocoanut Row, Suite T1/T2, Palm Beach, FL 33480

Treasurer: _____

Address: _____

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

✓ 13.  Patricia B. Lester
(Signature of Director or Officer listed in number 12 of the application)

✓ 14. Howard Lester - VP, Patricia Lester - Secretary
(Typed or printed name and capacity of person signing application)

Prescott Lester - President

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHL FINANCIAL CONSULTING CO., 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 TWENTY-NINTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PHL FINANCIAL CONSULTING CO., INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF JANUARY, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3753984 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7107081

DATE: 01-29-09