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C T CORPORATION SYSTEM
 Requestor's Name
1311 Executive Center Drive, Ste. 200
 Address
Tallahassee, FL 32301 (90A) 656-0290
 City State Zip Phone

CORPORATION(S) NAME

BoI Enterprises, Inc.

- | | | |
|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of H.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Mail Out | | <input checked="" type="checkbox"/> Pick Up |

Name _____
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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. RSI ENTERPRISES, INC.
(Name of corporation must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. March 4, 1993 4. Perpetual
(Date of Incorporation) (Duration)

5. 94-1145794
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 7333 E. Doubletree Ranch Road, Suite 280, Scottsdale, Arizona 85258
(Current mailing address)

8. Accounts receivable management - Collection activities
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Donald J. Ulrich
Address: 5302 E. Desert Vista Road
Paradise Valley, Arizona 85253

Vice Chairman: James D. Staudohar
Address: 7333 E. Doubletree Ranch Road, Suite 280
Scottsdale, Arizona 85258

Director: See attached list of directors
Address: _____

Director: _____
Address: _____

B Officers

President James D. Staudohar

Address 7333 E. Doubletree Ranch Road, Suite 280
Scottsdale, Arizona 85258

Vice President Timothy A. Brainerd

Address 7333 E. Doubletree Ranch Road, Suite 280
Scottsdale, Arizona 85258

Secretary Timothy A. Brainerd

Address 7333 E. Doubletree Ranch Road, Suite 280
Scottsdale, Arizona 85258

Treasurer Timothy A. Brainerd

Address: 7333 E. Doubletree Ranch Road, Suite 280
Scottsdale, Arizona 85258

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

Registered agent's signature:

Mark A. Shelton
C T Corporation System
(Officer)

Mark A. Shelton, Asst. Secretary

(Typed Name and Title of Officer)

12. 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.

13. James D. Staudohar
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. James D. Staudohar, Vice Chairman

(Name and capacity of person signing application)

Appendix to Florida
Application by Fgn Corp for Authorization to Transact Business in Florida

**Directors of
RSI ENTERPRISES, INC.**

1. James D. Staudohar
7333 E. Doubletree Ranch Road, Suite 280
Scottsdale, Arizona 85258
2. Timothy A. Brainerd
7333 E. Doubletree Ranch Road, Suite 280
Scottsdale, Arizona 85258
3. Donald J. Ulrich
5302 E. Desert Vista Road
Paradise Valley, Arizona 85253
4. Dean Ulrich
2325 Vista Del Mar
Ventura, California 93002
5. Thomas Walsh
7333 E. Doubletree Ranch Road, Suite 280
Scottsdale, Arizona 85258

State of Arizona



OFFICE OF THE CORPORATION COMMISSION

To all to Whom these Presents shall Come, Greeting:

I, the Executive Secretary of the Arizona Corporation Commission, DO HEREBY CERTIFY that

*****RSI ENTERPRISES, INC.*****

a Domestic Corporation organized under the laws of the State of Arizona, did incorporate on March 4, 1993.

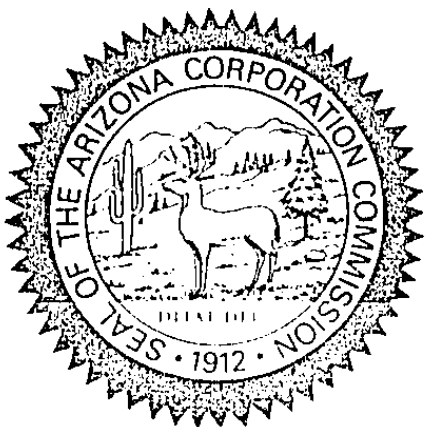
I FURTHER CERTIFY that this corporation has filed all affidavits and annual reports and paid all annual filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 14th day of March.

19 95, A.D.

James Matthews
Executive Secretary

By Renee M. ...



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