

F95000002859

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Goodman Financial Group, Inc.
(Name of corporation - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 PM 1:04

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:

Mark S. Goodman
(Name of Person)
Goodman Financial Group, Inc.
(Firm/Company)
2255 Glades Road, Suite 227W
(Address)
Boca Raton, FL 33431
(City, State and Zip Code)

100001511621
-06/13/95--01039--007
*****78.75 *****78.75

Should you need to call someone concerning this matter, please call:

Mark S. Goodman at (407) 998 - 9966
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Goodman Financial Group Inc.
2255 Glades Road, Suite 227W
Boca Raton, FL 33431

June 8, 1995

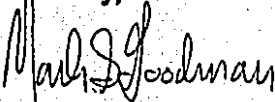
Qualification/Tax Lien Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed is a check for \$78.75. This check is for the foreign corporation registration fee, and for a certificate of status.

Thank you for your help in this matter.

Sincerely,



Mark. S. Goodman

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

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DIVISION OF CORPORATIONS
9 JUN 13 11:04

1. Goodman Financial Group, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Wilmington, Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 5/17/95
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 5/18/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2255 Glades Road, Suite 227W
Boca Raton, FL 33431
(Current mailing address)
8. Life Insurance sales and any lawful act or activity for which corporations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) may be organized.
9. **Name and street address of Florida registered agent:**
Name: Mark S. Goodman
Office Address: 2255 Glades Road, Suite 227W
Boca Raton, Florida, 33431
(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.
Mark S. Goodman
(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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Mark S. Goodman

Address: 2255 Glades Road, Suite 227W
Boca Raton, FL 33431

Vice Chairman: Same as above

Address: _____

Director: Same as above

Address: _____

Director: Same as above

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Mark S. Goodman

Address: 2255 Glades Road, Suite 227W
Boca Raton, FL 33431

Vice President: Same as above

Address: _____

Secretary: Same as above

Address: _____

Treasurer: Same as above

Address: _____

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

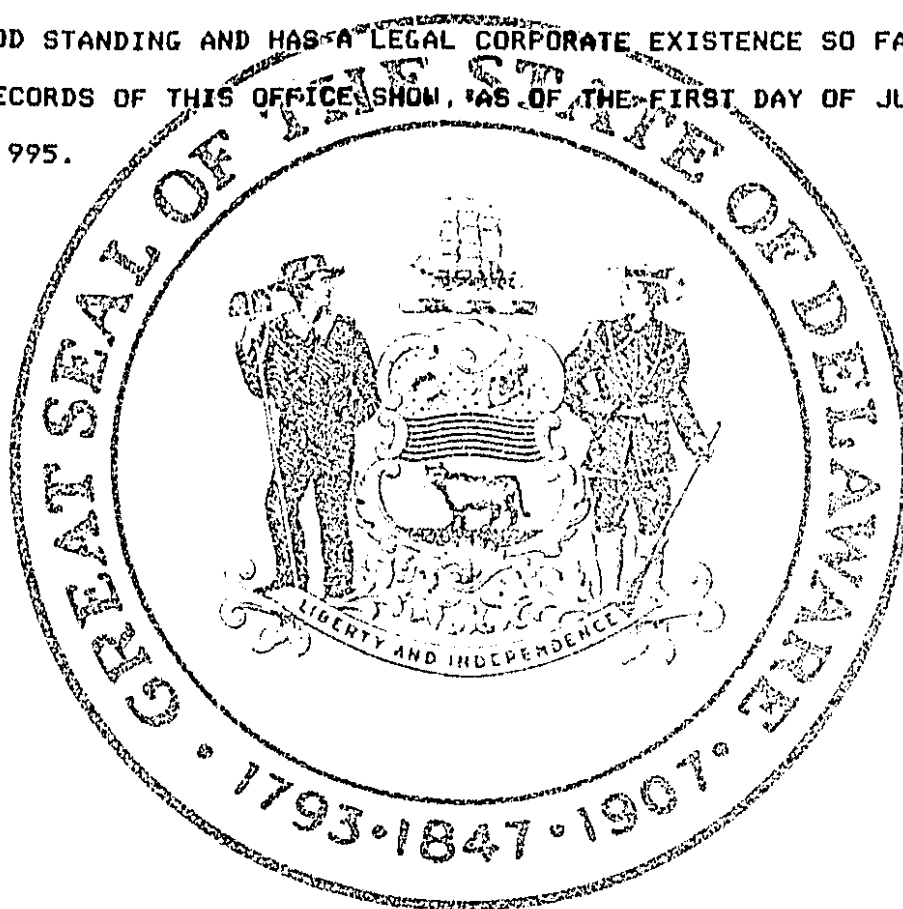
13. Mark S. Goodman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark S. Goodman--President/Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 PM 1:04

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOODMAN FINANCIAL 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 FIRST DAY OF JUNE, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 PM 1:05



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7522973

DATE: 06-01-95