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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400001531004
-07/06/95--01065--002
*****78.75 *****78.75

SUBJECT: AMERICAN DIVERSIFIED 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:

JERROLD R. HINTON, PRESIDENT/CEO
(Name of Person)

AMERICAN DIVERSIFIED GROUP, INC.
(Firm/Company)

362 MINORCA AVE., SUITE 105
(Address)

CORAL GABLES, FL 33134
(City, State and Zip Code)

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

JERROLD R. HINTON at (305) 448-1288
(Name of Person) Area Code & Daytime Telephone Number

RECEIVED
CORPORATION
DIVISION
JUL 13 1995
FBI 3-11
mtm

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

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:

1. AMERICAN DIVERSIFIED 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. NEVADA 3. 88-0292161
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 16, 1979 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None as yet
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 362 MINORCA AVENUE, SUITE 105
CORAL GABLES, FL 33134
(Current mailing address)

8. Regular Business Operations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:


Name: IRVING R. RILL

Office Address: 362 MINORCA AVE., SUITE 105

CORAL GABLES, FL, Florida, 33134
(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.


(Registered agent's signature)
IRVING R. RILL

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: Jerrold R. Hinton

Address: 15477 S.W. 110TH TERRACE
MIAMI, FL 33196

Vice Chairman: JERRY T. THORNTWHAITE

Address: 7880 S.W. 139TH TERRACE
MIAMI, FL 33158

Director: DOUGLAS G. MORGAN

Address: 2121 N. BAYSHORE DR., #612
MIAMI, FL 33137

Director: NEIL MATHESON

Address: 362 MINORCA AVE., SUITE 105
CORAL GABLES, FL 33134

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

President: JERROLD R. HINTON

Address: 15477 S.W. 110TH TERRACE
MIAMI, FL 33196

Vice President: JERRY T. THORNTWHAITE

Address: 7880 S.W. 110TH TERRACE
MIAMI, FL 33158

Secretary: DOUGLAS G. MORGAN

Address: 2121 N. BAYSHORE DR., #612
MIAMI, FL 33137

Treasurer: NEIL MATHESON

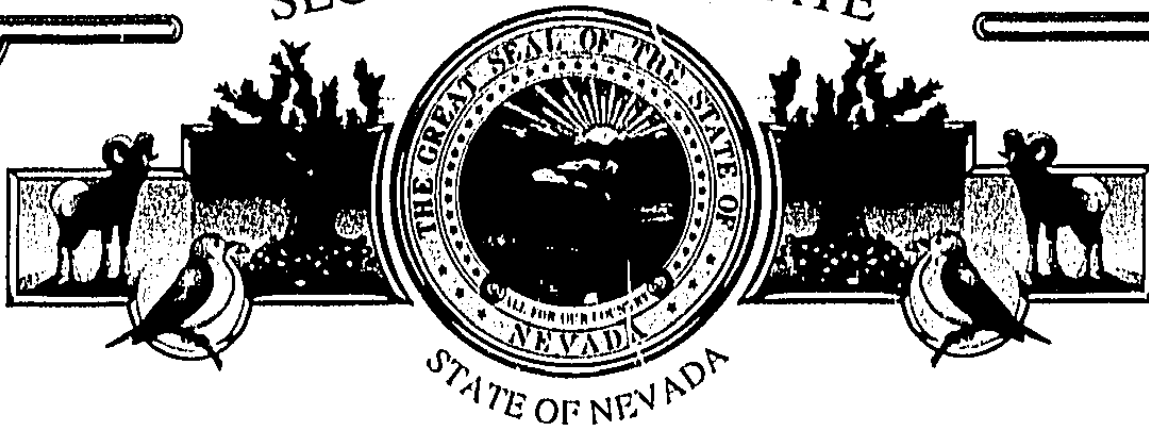
Address: 362 MINORCA AVE., SUITE 105
CORAL GABLES, FL 33134

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JERROLD R. HINTON President/CEO
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

BE, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **AMERICAN DIVERSIFIED GROUP, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions reposed in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 3rd day of May, 1995.

Dean Heller

Secretary of State

By

Christine Smith

Certification Clerk