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Elizabeth A. Wilsman, P.A.

Certified Public Accountant

Member AICPA
Member FICPA

October 13, 1995

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Telstar Financial Group, Inc.

Dear Sir or Madam:

W95-21825

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:

Elizabeth A. Wilsman
Elizabeth A. Wilsman, P.A.
Certified Public Accountant
318 E. Palmetto Park Road
Boca Raton, FL 33432

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*****78.75 *****78.75

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

Liz Wilsman (407) 392-8612

Very truly yours,

Liz Wilsman

Elizabeth A. Wilsman

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1995

ELIZABETH A. WILSMAN, CPA
ELIZABETH A. WILSMAN, P.A.
318 E. PALMETTO PARK ROAD
BOCA RATON, FL 33432

SUBJECT: TELSTAR FINANCIAL GROUP, INC.
Ref. Number: W95000021825

We have received your document for TELSTAR FINANCIAL GROUP, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the certificate you submitted, as it is from 1993.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 695A00049094

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. Telstar 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. Nevada
(State or country under the law of which it is incorporated)
3. 98-0208901
(FBI number, if applicable)
4. 6-11-93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Pending Approval From State
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. P.O. Box 1385
Boca Raton, FL 33437-1385
(Current mailing address)
8. Any lawful activity under the laws of Florida
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Elizabeth A. Wilsmen CPA
Office Address: 313 E. Palmetto Park Road
Boca Raton, Florida, 33437
(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.
Elizabeth A. Wilsmen
(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: Elizabeth A. Williams
Address: 3193 E. Palmyra Park Road, Boca Raton
Vice Chairman: Same
Address: _____

Director: Same
Address: _____

Director: _____
Address: _____

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

President: Same
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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

13. Elizabeth A. Williams
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elizabeth A. Williams
(Typed or printed name and capacity of person signing application)

STATE OF NEVADA
SECRETARY OF STATE

CERTIFICATE OF REINSTATEMENT

I, DEAN HELLER, the duly elected Secretary of State of the State of Nevada, do hereby
certify that.....

TELSTAR FINANCIAL GROUP, INC.

a corporation formed under the laws of the State of..... NEVADA.....having paid
all filing fees, licenses, penalties and costs, in accordance with the provisions of Title 7 of the Nevada
Revised Statutes, as amended, for the years and in the amounts as follows:

1993-94 LIST OF OFFICERS + PENALTY	\$100.00
1994-95 LIST OF OFFICERS + PENALTY	\$100.00
1995-96 LIST OF OFFICERS + PENALTY	\$100.00
REINSTATEMENT	\$ 50.00

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and otherwise complied with the provisions of said section, the said corporation has been reinstated,
and that by virtue of such reinstatement it is authorized to transact its business in the same manner as if
the aforesaid filing fees, licenses, penalties and costs had been paid when due.



IN WITNESS WHEREOF, I have hereunto set my hand and

affixed the Great Seal of State, at my office in Carson

City, Nevada, this..... 7th..... day of

NOVEMBER....., A.D., 19..... 95

By Dean Heller Secretary of State
Paul Abshire Deputy