

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Professional Development Institute, Inc.
(Name of corporation - must include suffix)

600 701 655836
-12/19/95--01119--001
*****70.00 *****70.00

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:

Alice V. Lanoie

(Name of Person)

P.D.I., Inc.

(Firm/Company)

11 Country Club Dr. # 37

(Address)

Manchester, NH 04102

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 JAN 11 PM 3:13

FILED

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

Alice V. Lanoie

(Name of Person)

at (603) 623-0157

(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

December 20, 1995

ALICE V. LANOIE
P.D.I., INC.
11 COUNTRY CLUB DR., #37
MANCHESTER, NH 04102

SUBJECT: PROFESSIONAL DEVELOPMENT INSTITUTE, INC.
Ref. Number: W95000024728

We have received your document for PROFESSIONAL DEVELOPMENT INSTITUTE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3600.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 095A00054858

Professional Development Institute, Inc.
P.O. Box 3039
Manchester, NH 03105

January 9, 1996

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

Att. Ms. Frieda Lott

Dear Ms Lott,

I sincerely apologize for the error on this application,
on line 6 (Date first transacted business in Florida), we
wrote 6/12/92 which was the first date we did any business,
and that was in the states of NH and Nevada.

We have not done business in the State of Florida yet,
we wish to start in January of '96, if so permitted.

Yours truly,

P.D.I., Inc.

Alice V. Lanoie

Alice V. Lanoie
Treasurer

AVL/a

William J. Landon
Notary
William J. Landon, Notary Public
My Commission Expires September 8, 1999

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96 JAN 11 PM 5:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Professional Development Institute, 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. 02-0456393
(FEI number, if applicable)
4. 5-13-92
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 6-12-92
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 3039
Manchester, NH 03105
(Current mailing address)
8. Desk Top Publishing/Seminars
(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: Maryann L. Cross

Office Address: 282 Short Ave # 100

Longwood, Florida, 32750
(Zip Code)

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Maryann L. Cross
(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.

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96 JAN 11 PM 5:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: Elsom Eldridge

Address: 1325 Northridge Dr., Longwood, Fl 32750

Vice Chairman: _____

Address: _____

Director: Alice V. Lanoie

Address: 11 Country Club Dr. # 37 - Manchester, NH 03102

Director: _____

Address: _____

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

President: Elsom Eldridge

Address: 1325 Northridge Dr., Longwood, Fl 32750

Vice President: _____

Address: _____

Secretary: Alice V. Lanoie

Address: 11 Country Club Dr # 37

Manchester, NH 03102

Treasurer: Alice V. Lanoie

Address: 11 Country Club Dr. # 37

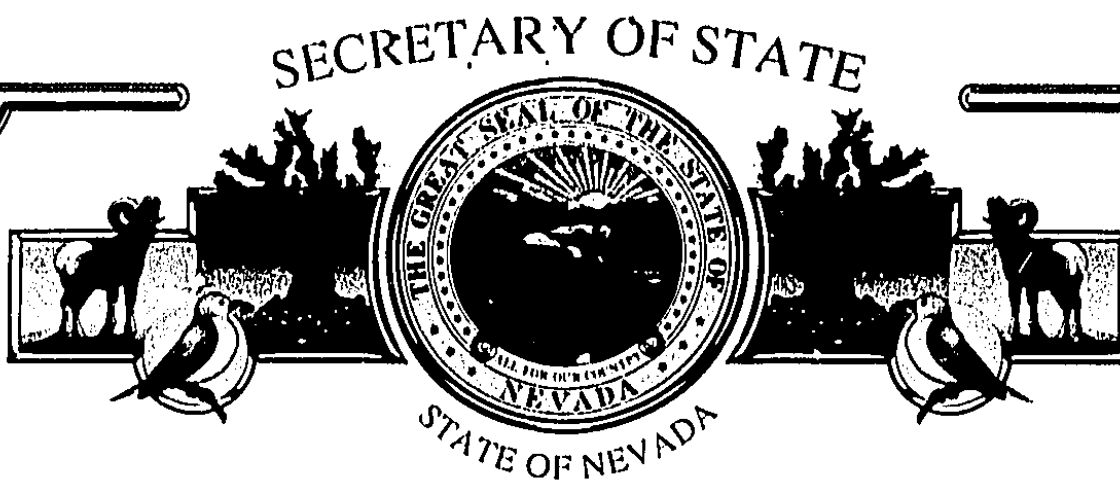
Manchester, NH 03102

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

13. *Alice V. Lanoie*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Alice V. Lanoie, Treasurer
(Typed or printed name and capacity of person signing application)

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REC'D
TALLAHASSEE, FLORIDA



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, 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, **PROFESSIONAL DEVELOPMENT INSTITUTE, 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 recited 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 13th day of December, 1995.



Dean Heller

Secretary of State

By

Doni Davis

Certification Clerk

FILED
96 JAN 11 PM 5:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA