

Apex Capital Group, Inc.
11601 4th Street North, Suite 204
St. Petersburg, Florida 33716
(813) 335-1000 Telex 313000-3510

F96000001127

February 27, 1996

Florida Dept. of State
Qualification / Tax Lien Section
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sirs,

Please accept my application for transacting business in the State of Florida. Enclosed
you will find a check for \$70.00 for the registration fees.

Thank you for your cooperation.

Sincerely,


Steven A. Ragan
President

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DIVISION OF CORPORATIONS
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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. Apex Capital Group, Incorporated
(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. 88-0352169
(FBI number, if applicable)
4. 1/25/96
(Date of incorporation)
5. perpetual
(Duration. Year corp. will cease to exist or "perpetual")
6. 2/1/96
(Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 607.153, F.S.))
7. 11601 4th St. N., Ste. 204
St. Petersburg, FL. 33716
(Current mailing address)
8. Holding Company
(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: Steven A. Ragan
Office Address: 11601 4th St. N., Ste. 204
St. Petersburg, Florida, 33716
(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.

Steven A. Ragan
(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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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: Steven A. Ragan
Address: 11601 4th Street N. Ste 204, St. Petersburg, FL 33716
Vice Chairman: _____
Address: _____

Director: Michael Stallings
Address: 15708 Jericho Drive, Odessa, FL 33556

Director: _____
Address: _____

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

President: Steven A. Ragan
Address: 11601 4th St N Ste 204
St. Petersburg, FL 33716

Vice President: Michael Stallings
Address: 15708 Jericho Drive, Odessa, FL 33556

Secretary: Michael Stallings
Address: 15708 Jericho Dr., Odessa, FL 33556

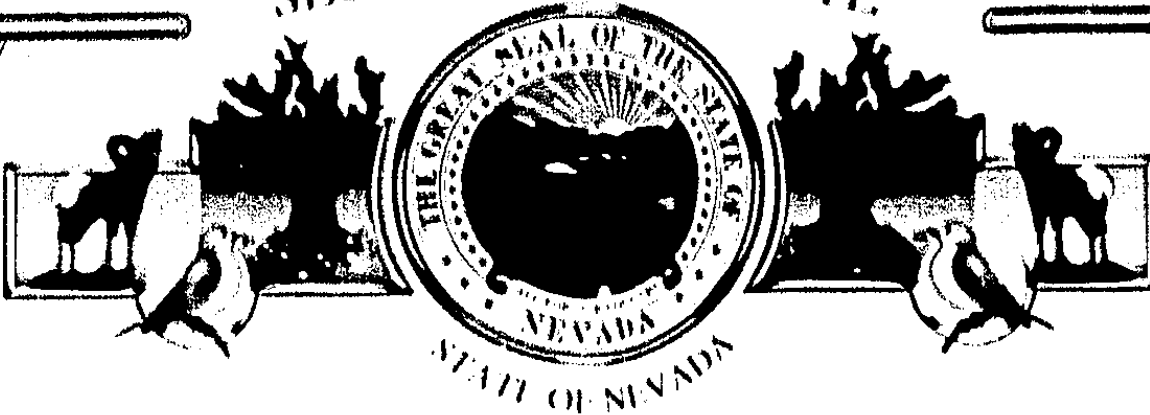
Treasurer: Steven A. Ragan
Address: 11601 4th St. N Ste 204, St. Petersburg FL 33716

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

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

14. Steven A. Ragan, President + CEO
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



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, and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **APEX CAPITAL GROUP, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, 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, on February 22, 1998

Dean Heller

Secretary of State

By *[Signature]*

Certification Clerk

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