F96000001224

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INTERNATIONAL TRADE FINANCE 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:

ROBERT C. THINNES
(Name of Person)

INTERNATIONAL TRADE FINANCE GROUP, INC.
(Firm/Company)

134 BRANDYWINE CIRCLE
(Address)

ENGLEWOOD, FL 34223
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 11 AM 9:13

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

ROBERT C. THINNES at (941) 473-3606 mtn
(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 Section
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1996

ROBERT C. THINNES
% INTERNATIONAL TRADE FINANCE GROUP, INC
134 BRANDYWINE CIRCLE
ENGLEWOOD, FL 34223

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SUBJECT: INTERNATIONAL TRADE FINANCE GROUP, INC.
Ref. Number: W96000004665

We have received your document for INTERNATIONAL TRADE FINANCE GROUP, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 096A00009186

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned MANAGING DIRECTOR, do hereby certify that this Resolution of the Board of Directors of INTERNATIONAL TRADE FINANCE GROUP, INC., a corporation duly organized and existing under the laws of the State of DELAWARE, was duly adopted on MARCH 5, 19 96.

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DIVISION OF CORPORATIONS
96 MAR 11 AM 9:

Resolved, that INTERNATIONAL TRADE FINANCE GROUP, INC. organized and existing in the State of DELAWARE, hereby adopts the name I T F G, INC. for use in Florida.

Dated: MARCH 5, 1996

Robert C. Skinner
Signature of at least one director

INHS19(3/93)

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. INTERNATIONAL TRADE FINANCE 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. DELAWARE
(State or country under the law of which it is incorporated)

3. 65-0612996
(FEI number, if applicable)

4. AUGUST 25, 1995
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. MARCH, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1220 NORTH MARKET STREET, SUITE 606
WILMINGTON, DELAWARE 19801
(Current mailing address)

8. FINANCIAL SERVICES
(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: ROBERT C. THINNES

Office Address: 134 BRANDYWINE CIRCLE

ENGLEWOOD, Florida, 34223
(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.

Robert C. Thinnes
(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: ____________________

Address: ____________________

Vice Chairman: ____________________

Address: ____________________

Director: ROBERT C. THINNES

Address: 134 BRANDYWINE CIRCLE
ENGLEWOOD, FL 34223

Director: ____________________

Address: ____________________

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DIVISION OF CORPORATIONS

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

President: JOEL L. BORSHOE

Address: 41 SHILLING ROAD
MANALAPAN, NJ 07726

~~Vice President~~ MANAGING DIRECTOR: ROBERT C. THINNES

Address: 134 BRANDYWINE CIRCLE
ENGLEWOOD, FL 34223

Secretary: ____________________

Address: ____________________

Treasurer: ____________________

Address: ____________________

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

13. Joel L. Borshoe
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert C. Thinnes ROBERT C. THINNES MANAGING DIRECTOR
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERNATIONAL TRADE FINANCE 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 TENTH DAY OF JANUARY, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 11 AM 9:13

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION 7783651

DATE 01-10-96