

F 96000001373

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March 13, 1996

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Division of Corporations:

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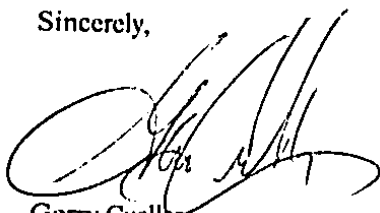
Please find enclosed:

- 1) An Application by Foreign Corporation for Authorization to Transact Business in Florida;
- 2) A completed "Transmittal Letter" as required by the Division of Corporations;
- 3) A Certificate of Corporate Existence in Good Standing issued by the Secretary of State of Illinois as required by the Division of Corporations;
- 4) A draft for \$70.00 made payable to the Florida Department of State to cover the "Foreign Corporation" registration fee;
- 5) An Application for Registration of Fictitious Name;
- 6) A draft for \$50.00 made payable to the Florida Department of State to cover the "Fictitious Name" filing fee.

As instructed by the Florida Division of Corporations, all of the above-referenced items have been sent together. Please note that, as instructed by the same, Section 2, Part B of the Fictitious Name Application has been left blank, as a Florida Registration Number has yet to be issued.

If you have any questions, please feel free to contact the undersigned at the above-referenced address or telephone number. We greatly appreciate your attention to this matter.

Sincerely,



Gerry Cueller
Attorney at Law

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 18 PM 2:06

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Paula Palm & Associates Ltd., 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:

Paula Palm

(Name of Person)

The Palm Group, Ltd.

(Firm/Company)

345 North Canal Street, Suite 1006

(Address)

Chicago, Illinois 60606

(City/State/Zip)

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

Paula Palm

(Name of Person)

at (312) 382-5368

(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

**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. Paula Palm & Associates Limited, 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. Illinois

(State or country under the law of which it is incorporated)

3. 36-3795518

(FBI number, if applicable)

4. 11-21-91

(Date of Incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 345 North Canal Street, Suite 1006

Chicago, Illinois 60606

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act
(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: Millie Lewis

Office Address: 3048 N.W. 27th Terrace

Boca Raton

, Florida, 33434

(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.

Millie Lewis

(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: Paula Palm

Address: 345 N. Canal, #1106
Chicago, IL 60606

Vice Chairman: N/A

Address: N/A

Director: Paula Palm

Address: 345 N. Canal, #1106
Chicago, IL 60606

Director: N/A

Address: N/A

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)

President: Paula Palm

Address: 345 N. Canal, #1106
Chicago, IL 60606

Vice President: N/A

Address: N/A

Secretary: Paula Palm

Address: 345 N. Canal, #1106
Chicago, Illinois 60606

Treasurer: Paula Palm

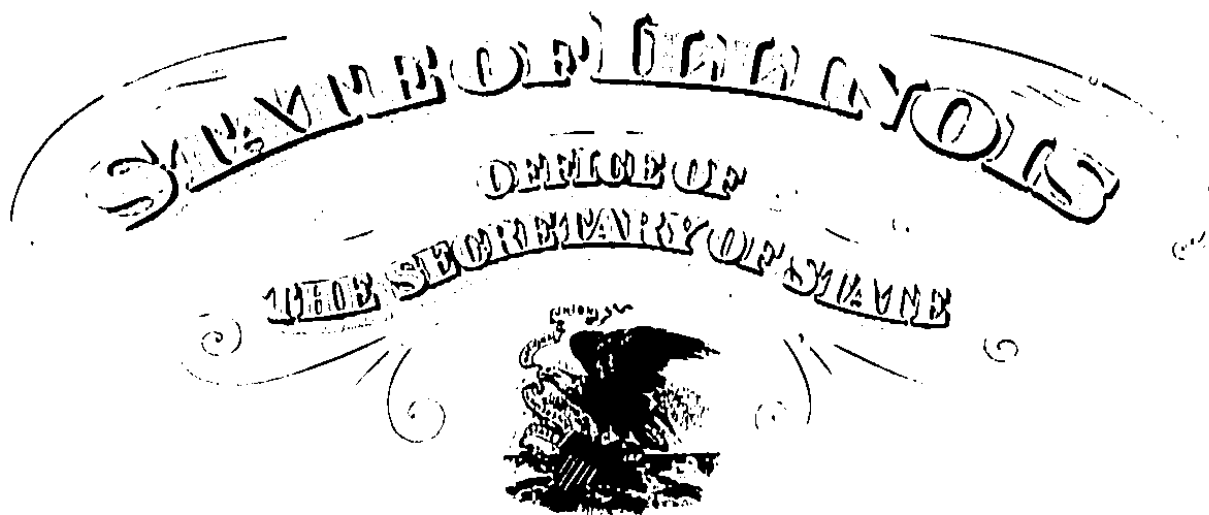
Address: 345 N. Canal, #1106
Chicago, IL 60606

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

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

14. Paula Palm, President & Chairman
(Typed or printed name and capacity of person signing application)

File Number 5661-628-A



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois, do hereby certify that PAULA PALM & ASSOCIATES, LIMITED, DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE NOVEMBER 21, 1991, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this 7TH day of MARCH A.D. 19 96

George H. Ryan
SECRETARY OF STATE