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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SECRETARY OF STATE
DIVISION OF CORPORATIONS
04/17/96--01073--005
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SUBJECT: MASTER'S FINANCIAL CORPORATION
(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:

J. URCHEL FRIEND
(Name of Person)

Master's Financial Corporation
(Firm/Company)

1100 Cleveland Street, Suite 1600
(Address)

Clearwater, FL 34615
(City/State/Zip)

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

J. Urchel Friend at (813) 449-1415
(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

THOMAS C. LITTLE, P.A.

ATTORNEYS AT LAW
2123 N.E. Coachman Road
Suite A
P.O. Box 5379
Clearwater, Florida 34625
(813) 443-5771
FAX: (813) 441-2394

Thomas C. Little

H. Michael Evans
of Counsel

BANKRUPTCY
REAL ESTATE LAW
CORPORATE & BUSINESS LAW
CRIMINAL LAW
CONSTITUTIONAL LAW
MARITAL & FAMILY LAW
PERSONAL INJURY & WRONGFUL DEATH
WILLS PROBATE & ESTATE PLANNING

April 15, 1996

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

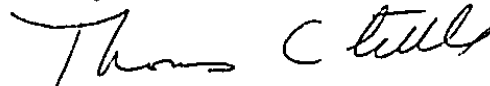
RE: Master's Financial Corporation

Dear Sir:

Enclosed you will find my client's Transmittal Letter, Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence and check in the amount of \$78.75 to register the above foreign corporation to transact business in Florida.

If you need further information or have any questions, please do not hesitate to contact me.

Very truly yours,



Thomas C. Little
Attorney at Law

TCL:js
enc.

**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. Master's Financial Corporation
(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. 59-3344145
(FBI number, if applicable)
4. October 25, 1995
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. To begin business in Florida upon receipt of Registration
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1100 Cleveland Street, Suite 1600
Clearwater, Florida 34615
(Current mailing address)
8. To engage in any lawful business or activity authorized by law.
(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: J. Urchel Friend
1100 Cleveland Street, Suite 1600
Office Address: Clearwater, Florida, 34615
(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.

J. Urchel Friend
(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.

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: J. URCHEL FRIEND

Address: 1516 NURSERY RD. CLEARWATER, FL. 34616

Vice Chairman: _____

Address: _____

Director: ROBERT W. POPE

Address: 819 17th AVE NORTH ST. PETERSBURG FL. 33704

Director: _____

Address: _____

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

President: J. Urchel Friend

Address: 1516 Nursery Road

Clearwater, Florida 34616

Vice President: _____

Address: _____

Secretary/ Treasurer Robert W. Pope

Address: 819 17th Avenue North

St. Petersburg, Florida 33704

Treasurer: _____

Address: _____

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

13. J. Urchel Friend

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

14. J. Urchel Friend, Chairman, President

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MASTER'S FINANCIAL CORPORATION" 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 FIFTH DAY OF APRIL A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORT HAS BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 12 AM 11:50



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7896768

DATE: 04-05-96