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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-05/21/96--01045--020
*****70.00 *****70.00

SUBJECT: Construction Accounting Systems of
(Name of corporation - must include suffix) Florida Corporation

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:

Gloria D. Manchester
(Name of Person)
Construction Accounting Systems of Florida
(Firm/Company)
8751 Ulmerton Rd, Suite 102-C
(Address)
Largo, Florida 34641
(City, State and Zip Code)

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

Gloria D. Manchester at (813) 523-1900
(Name of Person) Area Code & Daytime Telephone Number

or
Cheryl B. Landis - *Cheryl B. Landis is the one to call*

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:

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

MAILING ADDRESS:

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

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Gloria D. Manchester, do hereby certify
(Name)that this Resolution of the Board of Directors of Risk Management
Services, Inc.
(Corporate Name)a corporation duly organized and existing under the laws of the State of Nevada.was duly adopted on May 1st, 19 96.Be it resolved, that Risk Management Services, Inc.
(Corporate Name)organized and existing in the State of Nevada, hereby adopts the nameConstruction Accounting Systems for use in Florida.
of Florida CorporationDated: 5-1-96Gloria D. Manchester President
Signature of either Chairman, Vice Chairman or any officerGloria D. Manchester
Type or print name

TO 516133131300 1003

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Risk Management Services, 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 3. 88-0322056
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 25, 1994 5. perpetual
(Date of Incorporation) (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 617.155, F.S.)

7. 2533 North Carson Street
Carson City, Nevada 89706
(Current mailing address)

8. Construction services, Any lawful business
(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:

Name: Cheryl B. Landis
Office Address: 8751 Ulmerton Rd, Suite 102-C
Largo, Florida, Florida, 34641
(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.

Cheryl B. Landis
(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: Gloria D. Manchester
Address: 8751 Ulmerton Rd, Suite 102-C
Largo, Florida 34641

Vice Chairman: _____
Address: _____

Director: Larry Manchester, Jr.
Address: 6228 - 3rd Avenue South
Richfield, Minnesota 55423

Director: Gordon Fishman
Address: 5811 Furnance Creek Rd.
Yorba Linda, California 92686

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

President: Gloria D. Manchester
Address: 8751 Ulmerton Rd., Suite 102-C
Largo, Florida 34641

Vice President: Larry Manchester, Jr.
Address: 6228 - 3rd Avenue South
Richfield, Minnesota 55423

Secretary: Gordon Fishman
Address: 5811 Furnance Creek Rd.
Yorba Linda, California 92686

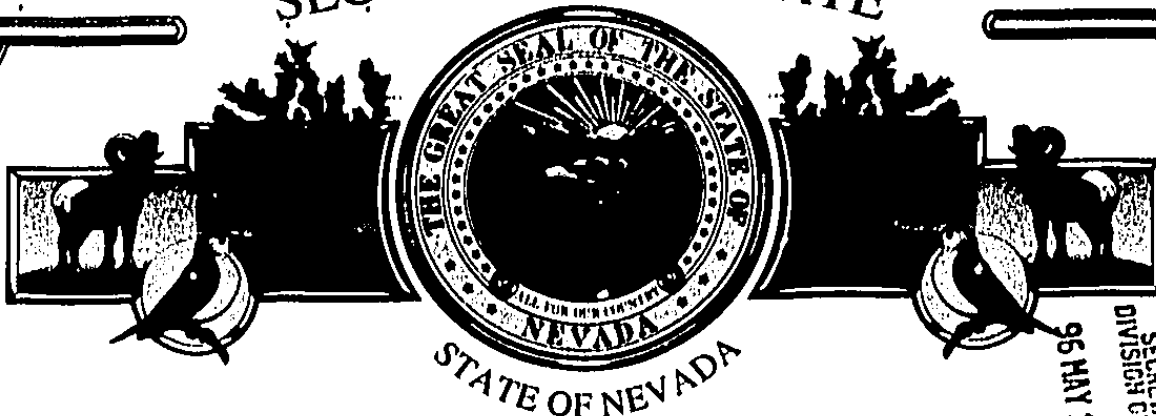
Treasurer: Gordon Fishman
Address: Yorba Linda, California 92686

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

13. Gloria D. Manchester President
(Signature of chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gloria D. Manchester, Chairman
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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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 filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RISK MANAGEMENT SERVICE, INC.** as a domestic corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 25, 1994 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 May 9, 1996.

Dean Heller

Secretary of State

By

Lucia Hopo

Certification Clerk