



Margolis
Duckworth
& Funt P.C.

96000005874

Robert Margolis
*Harold J. Funt
*Timothy J. Duckworth
Ewalder A. Cook
Christopher R. Gray
ILL. M. in Taxation
*Also member of New Jersey Bar

November 4, 1996

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

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-11/07/96--01075--008
*****70.00 *****70.00

Re: National Advisory Service, Inc.
Reservation Number: R96000004750
Letter Number: 796A00045571

FILED
96 NOV -7 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed herewith for filing please find the following in connection with the above:

1. Transmittal Letter.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Certificate of Good Standing from the Pennsylvania Department of State.
4. Copy of letter reserving the above name at the above reservation number.
5. Check payable to Florida Department of State in the amount of \$70.00 (\$35.00 filing fee and \$35.00 registered agent fee).

If you should have any questions regarding the above, please feel free to contact me.

Sincerely yours,

MARGOLIS, DUCKWORTH & FUNT, P.C.

BY:

TIMOTHY J. DUCKWORTH

TJD:dae
Enclosures
cc: National Advisory Service, Inc.

Gateway Professional Center • 2045 Westgate Drive • Suite 404 • Bethlehem, PA 18017
(610) 882-9800

Mailing Address: P.O. Box 20770 • Lehigh Valley, PA 18002-0770
Tele-copier: (610) 882-9822

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: National Advisory Service, 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:

Timothy J. Duckworth, Esq.

(Name of Person)

Margolis, Duckworth & Funt, P.C.

(Firm/Company)

P.O. Box 20770

(Address)

Lehigh Valley, PA 18002-0770

(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Timothy J. Duckworth, Esq. at (610) 882 -9800

(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

1-03-1995 0:19AM

FROM

P. 1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

*Tim
Duckworth*

October 7, 1996

MATTHEW S. TAYLOR, ESQ.
P. O. BOX 418
JUPITER, FL 33468-0418

The name, NATIONAL ADVISORY SERVICE, INC. has been reserved for 120 days beginning October 7, 1996. The reservation number is R96000004750 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 796A00045571

**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:**

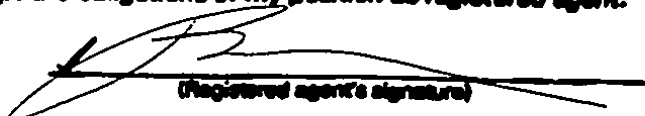
1. National Advisory Service, Inc.
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name as present.)
2. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-2231957
(FBI number, if applicable)
4. 11/3/82
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon approval
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 44 Cayman Place
Palm Beach Gardens, FL 33418
(Current mailing address)
8. Broker-Dealer/Investment Advisor
(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: Barkley Wyckoff, III

Office Address: 44 Cayman Place
Palm Beach Garden, Florida, 33418
(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.


(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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96 NOV -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Barkley Wyckoff, III

Address: 44 Cayman Place

Palm Beach Gardens, FL 33418

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Barkley Wyckoff, III

Address: 44 Cayman Place

Palm Beach Gardens, FL 33418

Vice President: N/A

Address: _____

Secretary: Barkley Wyckoff, III

Address: Same as above

Treasurer: Barkley Wyckoff, III

Address: Same as above

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

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

14. Barkley Wyckoff, III
(Typed or printed name and capacity of person signing application)

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96 NOV -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

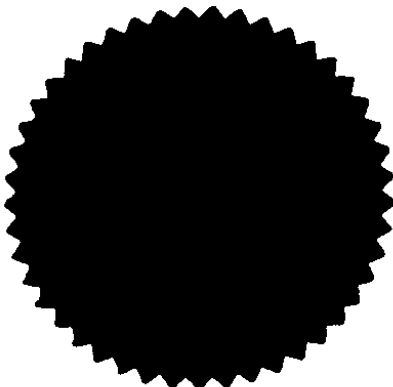
OCTOBER 18, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

NATIONAL ADVISORY SERVICE, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

SWAL

FILED
96 NOV -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA