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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-10/31/96--01093--012
*****87.50 *****87.50

p453

W96-23207

SUBJECT: Everest Financial Solutions, 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:

R. Reid Haney, Esquire
(Name of Person)
Kalish & Ward, P.A.
(Firm/Company)
101 E. Kennedy Blvd., Suite 4100
(Address)
Tampa, Florida 33602
(City, State and Zip Code)

500002015095--4
-11/26/96--01146--020
****200.00 ****200.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 AM 11:05

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

R. Reid Haney, Esquire at (813) 222 - 8700
(Name of Person) Area Code & Daytime Telephone Number

mtu
11/22

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

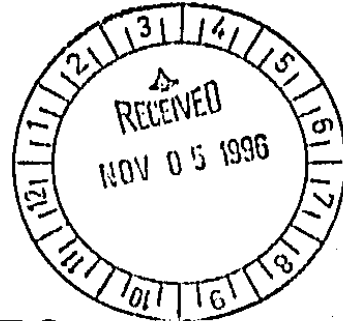


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1996

R. REID HANEY, ESQ.
KALISH & WARD, P.A.
101 E. KENNEDY BLVD., STE. 4100
TAMPA, FL 33602

SUBJECT: EVEREST FINANCIAL SOLUTIONS, INC.
Ref. Number: W96000023207



RESUBMIT

Please give original
submission date as file date.

We have received your document for EVEREST FINANCIAL SOLUTIONS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$200.00.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 496A00050292

RESUBMIT

Please give original
submission date as file date.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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RECEIVED
96 NOV 20 PM 12:06
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 21, 1996

GALE WILLIAMS-CSC

SUBJECT: EVEREST FINANCIAL SOLUTIONS, INC.
Ref. Number: W96000023207

RESUBMIT

Please give original
submission date as file date.

We have received your document for EVEREST FINANCIAL SOLUTIONS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$200.00.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 796A00052800

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DIVISION OF CORPORATIONS
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RESUBMIT

Please give original
submission date as file date.

WILLIAM KALISH*
ALTON G. WARD
RICHARD A. SCHLONK**
ROBERT J. ROYCE
R. REID HANCY
CHARLES H. CANNON
KELLY A. BOWEN**
J. GARY WALSH
H. DENNIS TOWN
BRYAN T. HANLIN
THOMAS J. DALY

KALISH & WARD
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

4110 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602-5155

TELEPHONE: (813) 886-8700
FACSIMILE: (813) 886-8701

PLEASE REPLY TO:
P.O. BOX 71
TAMPA, FLORIDA 33601-0071

October 29, 1996

*NAMES CERTIFIED TAX LAWYERS
**NAMES CERTIFIED REAL ESTATE LAWYERS

VIA FEDERAL EXPRESS

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

Re: Application for Registration as a Foreign Limited Partnership of
Everest Financial Solutions, Inc.

Ladies and Gentlemen:

Enclosed are an original and one (1) copy of the referenced document. Also enclosed is our firm's check no. 010490, in the amount of \$87.50, payable to the Secretary of State's office to cover the necessary filing and certificate of status fees.

Thank you for your prompt attention. Please call me if you have any questions.

Sincerely,

Reid Hancy
R. Reid Hancy

Enclosures

cc: Mr. Brian Abeles

63809

NR as of
10/31/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 AM 11:05

**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. Everest Financial Solutions, 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 3. 65-0624453
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 7, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 14, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 418 West Platt Street, Suite B
Tampa, Florida 33606
(Current mailing address)
8. To engage in any lawful activity for which a corporation may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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DIVISION OF CORPORATIONS
6 OCT 31 AM 11:06

9. Name and street address of Florida registered agent:

Name: R. Reid Haney, Esq.

Office Address: 101 East Kennedy Boulevard, Suite 4100

Tampa, Florida, 33602
(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.


(Signature of Registered Agent)

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: Brian Abeles

Address: 418 West Platt Street, Suite B

Tampa, Florida 33606

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Brian Abeles

Address: 418 West Platt Street, Suite B

Tampa, Florida 33606

Vice President: _____

Address: _____

Secretary: Brian Abeles

Address: 418 West Platt Street, Suite B

Tampa, Florida 33606

Treasurer: Brian Abeles

Address: 418 West Platt Street

Tampa, Florida 33606

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. Brian Abeles, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

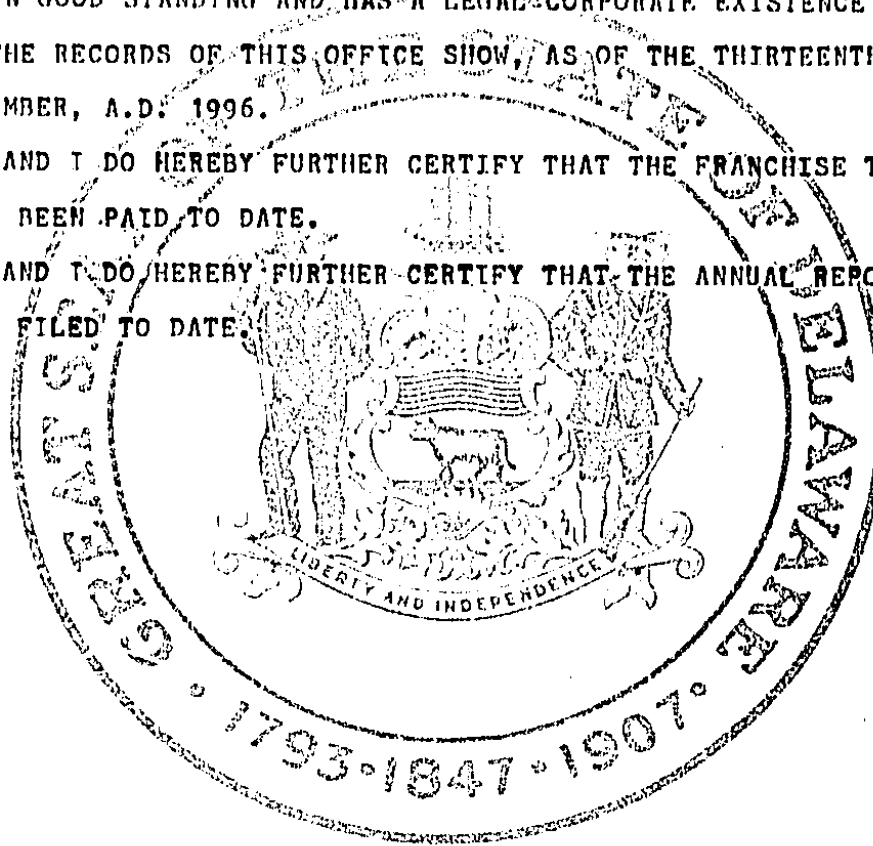
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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EVEREST FINANCIAL SOLUTIONS, 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 THIRTEENTH DAY OF NOVEMBER, 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 REPORTS HAVE BEEN FILED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 AM 11:06



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960329897

Edward J. Freel, Secretary of State

AUTHENTICATION:

8189006

DATE:

11-13-96