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ATLANTA, GEORGIA 30326  
(404) 254-9400

ADMITTED IN GEORGIA, FLORIDA,  
ALABAMA, AND CALIFORNIA  
ADMITTED IN GEORGIA AND MICHIGAN  
ADMITTED IN GEORGIA AND SOUTH CAROLINA  
ADMITTED IN GEORGIA, ALABAMA,  
NEBRASKA AND SOUTH CAROLINA

October 3, 1996

Mr. William J. Nobrega  
The Conrad Group, Inc.  
3500 Piedmont Rd. NE, Suite 612  
Atlanta, GA 30305

00000199340--1  
-11/07/96--01075--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Florida Foreign Corporation Registration

Dear William:

It was great to hear from you.

I have enclosed the completed Application by Foreign Corporation for Authorization to Transact Business in Florida, its accompanying Transmittal Letter, and your Georgia Certificate of Existence. Please sign the application, have your registered agent sign the application, and send all of the materials along with a check for \$70.00 made payable to the Florida Department of State to the following address:

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

Please feel free to call me if you have any questions.

Sincerely,

*Chin*  
Christopher J. McKee  
Bird & Myers, P.C.

96 DEC -3 AM 11:31  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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F96-6275

## TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

SUBJECT: The Conrad Group, 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:

Christopher J. McKee  
(Name of Person)

Bird & Myers, P.C.  
(Firm/Company)

3414 Peachtree Rd., NE Suite 1150  
(Address)

Atlanta, GA 30326  
(City, State and Zip Code)

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

Christopher J. McKee  
(Name of Person)

at ( 404 ) 264 - 9400  
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



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morthum**  
Secretary of State

November 13, 1996

**CHRISTOPHER J. MCKEE**  
**BIRD & MYERS, P.C.**  
**3414 PEACHTREE RD., NE SUITE 1150**  
**ATLANTA, GA 30326**

**SUBJECT: THE CONRAD GROUP, INC.**  
**Ref. Number: W96000024018**

We have received your document for THE CONRAD GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please note that Herb Smallzman, although your Registered Agent, cannot sign line 13 because he is not an officer or director of the corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

**Lee Rivers**  
**Document Examiner**

**Letter Number: 896A00051783**

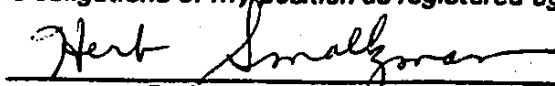
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

**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. The Conrad Group, 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. Georgia 3. 58-22440075  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 28, 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Future  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 3500 Piedmont R., Ste. 612  
Atlanta, GA 30305  
(Current mailing address)
8. Engage in any lawful business activity including providing strategic planning for  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)  
emerging markets
9. Name and street address of Florida registered agent:  
Name: Herb Smallzman  
Office Address: 2519 North Ocean Blvd., Apt. 516  
Boca Raton, Florida, 33431  
(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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DIVISION OF CORPORATIONS  
96 DEC - 3 AM 11:32

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

A. DIRECTORS

Chairman: William J. Nobrega

Address: 3500 Piedmont Rd., NE Ste. 612  
Atlanta, GA 30305

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: William J. Nobrega

Address: 3500 Piedmont Rd., NE Ste. 612  
Atlanta, GA 30305

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: William J. Nobrega

Address: 3500 Piedmont Rd., NE Ste. 612  
Atlanta, GA 30305

Treasurer: William J. Nobrega

Address: 3500 Piedmont Rd., NE Ste. 612  
Atlanta, GA 30305

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.

William J. Nobrega, Director

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

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DIVISION OF CORPORATIONS  
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**Secretary of State**  
**Business Information and Services**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 962630296  
CONTROL NUMBER : 9618073  
DATE INC/AUTH/FILED: 05/28/1996  
JURISDICTION : GEORGIA  
PRINT DATE : 09/19/1996  
FORM NUMBER : 211

BIRD AND MYERS  
MARY LOUDERMILK  
3414 PEACHTREE ROAD, NE, STE 1150  
ATLANTA GA 30326

**CERTIFICATE OF EXISTENCE**

I, the Secretary of State of the State of Georgia, do hereby certify under seal of my office that

**THE CONRAD GROUP, INC.**  
**A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC - 32 AM 11:32



*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE