



THE UNITED STATES CORPORATION COMPANY

F97000006161

ACCOUNT NO. : 072100000032

REFERENCE : 602824 12012A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 17, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 602824-010

CUSTOMER NO: 12012A

CUSTOMER: Terri Rodgers, Legal Asst
Patrick M. Gordon, P.a.
Suite 17
810 Saturn Street
Jupiter, FL 33477

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*****70.00 *****70.00

FOREIGN FILINGS

NAME: THE INVESTMENT GROUP,
INCORPORATED

FILE FIRST**

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

W97-25924

01/20

97 NOV 17 PM 3:37

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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NOV 17 AM 11:33

DEPT. OF STATE
DIVISION OF CORPORATIONS
FALL MASSACHUSETTS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1997

CSC

RESUBMIT

Please give original submission date as file date.

SUBJECT: THE INVESTMENT GROUP, INCORPORATED
Ref. Number: W97000025924

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DIVISION OF CORPORATIONS

NOV 17 PM 3:37

We have received your document for THE INVESTMENT GROUP, INCORPORATED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE07 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$13,366.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call

DIVISION OF CORPORATIONS
NOV 24 11 55 AM '97

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(850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 697A00055051



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1997

CSC

SUBJECT: THE INVESTMENT GROUP, INCORPORATED
Ref. Number: W97000025924

RESUBMIT

Please give original
submission date as file date.

We have received your affidavit concerning the date first transacted business in Florida and the name resolution adopting the name MARK AND RICHARD ENTERPRISES. However, the name that you have adopted must contain a corporate suffix. Please correct and return.

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 597A00055676

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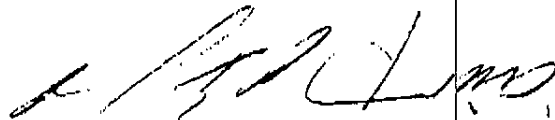
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DIVISION OF CORPORATIONS

RESOLUTION OF THE BOARD OF DIRECTORS OF THE INVESTMENT GROUP

Incorporated

IT IS RESOLVED that the name MARK AND RICHARD ENTERPRISES can be used as a name doing business in the state of Florida. This, is in order to register THE INVESTMENT GROUP as a foreign entity authorized to do business in the state of Florida.

I HEREBY CERTIFY that two (2) members of the Board of Directors of THE INVESTMENT GROUP constitute a quorum and to pass a resolution, two (2) members are required by the by-laws to vote affirmatively for its passage; that said Board of Directors of THE INVESTMENT GROUP at a special meeting of said Board of Directors, duly called and held, voted affirmatively for the passage of this resolution.



RICHARD BERNSTEIN
Secretary/Treasurer of THE INVESTMENT GROUP

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AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF BAY**

I, Renee Eubanks, registered agent for The Investment Group, Inc., hereby states that a typographical error on the Application by Foreign Corporation for Authorization to Transact Business in Florida, resulted in the year 1985 being typed in paragraph 6 thereof. INSTEAD, paragraph 6 should read "upon qualification".

Renee Eubanks
RENEE EUBANKS

**STATE OF FLORIDA
COUNTY OF BAY**

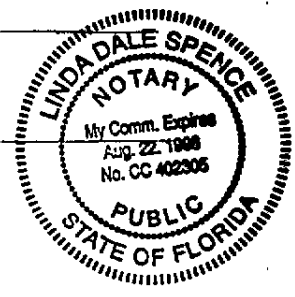
The foregoing instrument was acknowledged before this 19th day of November, 1997, by Renee Eubanks, who is personally known to me and who has produced a driver's license as identification.

My Commission Expires: *8-22-98* *Linda Dale Spence*
NOTARY PUBLIC

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Printed, Typed or Stamped

Serial Number



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 INVESTMENT GROUP, INCORPORATED
(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. CALIFORNIA
(State or country under the law of which it is incorporated)

3. N/A
(FBI number, if applicable)

4. JUNE 13, 1985
(Date of incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. 1985
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 655 REDWOOD HIGHWAY, STE. 271
MILL VALLEY, CA 94941
(Current mailing address)

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8. ANY LAWFUL ACTIVITY OTHER THAN BANKING
(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: RENEE EUBANK

Office Address: 700 TRANSMITTER ROAD

PANAMA CITY, Florida, 32401
(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.

Renee Eubank
(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

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: DR. MARK LEVY

Address: 655 REDWOOD HIGHWAY, STE. 271, MILL VALLEY, CA 94941

Vice Chairman: NONE

Address:

Director: DR. RICHARD BERNSTEIN

Address: 900 S. ELISEO DRIVE, STE 201 GREENBRAE, CA 94904

Director:

Address:

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

President: DR. MARK LEVY

Address: 655 REDWOOD HIGHWAY, STE. 271, MILL VALLEY, CA 94941

Vice President: NONE

Address:

Secretary: DR. RICHARD BERNSTEIN

Address: 900 SOUTH ELISEO DRIVE, STE. 201 GREENBRAE, CA 94904

Treasurer: DR. RICHARD BERNSTEIN

Address: 900 SOUTH ELISEO DRIVE, STE. 201, GREENBRAE, CA 94904

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.

DR. RICHARD BERNSTEIN, CORPORATE SECRETARY/TREASURER

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

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 13th day of June, 19 95,

THE INVESTMENT GROUP

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

October 17, 1997



Bill Jones

Secretary of State