

F97000006256

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Adler Financial Group, Inc.

(Name of corporation - must include suffix)

700002356727--7
-11/25/97--01053--009
*****70.00 *****70.00

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:

Morris I. Raub, Esquire

(Name of Person)

Nogi, Appleton, Weinberger & Wren, P.C.

(Firm/Company)

415 Wyoming Avenue

(Address)

Scranton, Pennsylvania 18503

(City/State/Zip)

FILED
97 NOV 25 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Morris I. Raub, Esquire

(Name of Person)

at (717) 963-8880

(Area Code & Daytime Telephone Number)

YL 11/25

COURIER ADDRESS:

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

MAILING ADDRESS:

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

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. Adler Financial 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. Pennsylvania 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 12, 1988 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 12, 1988 - Previously Qualified under P25112
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. First and Miles Street
Old Forge, Pennsylvania 18518
(Current mailing address)

8. any and all lawful acts
(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: David H. Adler

Office Address: 6711 N. Ocean Blvd.
Ocean Ridge, Florida, 33435
(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.

David H. Adler
(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: David H. Adler [sole director]

Address: 6711 N. Ocean Blvd.
Ocean Ridge, Florida 33435

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: David H. Adler [sole director]

Address: 6711 N. Ocean Blvd.
Ocean Ridge, Florida 33435

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

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



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

NOVEMBER 20, 1997

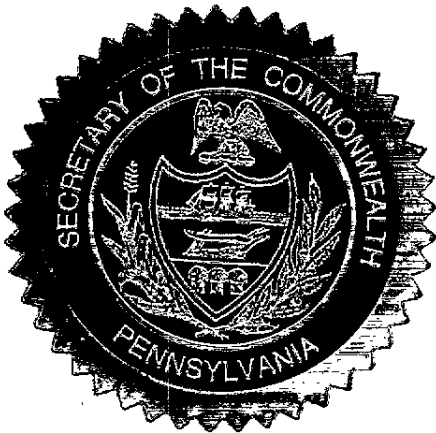
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

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97 NOV 25 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I DO HEREBY CERTIFY THAT,

ADLER FINANCIAL GROUP, 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

NROB