

F98000000603

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Omega Capital 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:

800002410348-5
-01/23/98-01075-003
*****78.75 *****78.75

Joseph C. Chappelle

W98-1665

(Name of Person)

Omega Capital Group, Inc.

(Firm/Company)

9951 Atlantic Blvd. Suite 233

(Address)

Jacksonville, FL. 32225

(City/State/Zip)

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

Joseph Chappelle

at (800) 892-0321

(Name of Person)

(Area Code & Daytime Telephone Number)

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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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1998

JOSEPH C CHAPPELLE
OMEGA CAPITAL GROUP, INC.
9951 ATLANTIC BLVD., STE 233
JACKSONVILLE, FL 32225

SUBJECT: OMEGA CAPITAL GROUP INC.
Ref. Number: W98000001665

We have received your document for OMEGA CAPITAL GROUP INC. and your check(s) totaling \$78.75. 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 of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00003974

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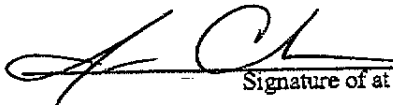
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Chairman of the company, do hereby certify
that this Resolution of the Board of Directors of _____
Omega Capital Group, Inc.
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on January 26, 1998.

Resolved, that Omega Capital Group, Inc., organized
and existing in the State of Delaware, hereby adopts the
name Premier Financial Corp.
for use in Florida.

Dated: January 26, 1998

 Joseph C. Chappelle
Signature of at least one director

INHS19(3/95)

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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. Omega Capital 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. Delaware 3. 13-3918998
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-21-96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 6, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9951 Atlantic Blvd. Suite 233
Jacksonville Fl. 32225
(Current mailing address)

8. Corporate Structuring, Business plans, Consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Joseph C. Chappelle

Office Address: 9951 Atlantic Blvd. Suite 233

Jacksonville, Florida, 32225
(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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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: Joseph C. Chappelle

Address: 1033 Grant St.
Jacksonville, FL, 32207

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Rodney Johnson

Address: 3000 Rhone Court
Jacksonville, FL, 32208

Vice President: Dennis Chappelle

Address: 162 Prospect Ave.
Staten Island, N.Y. 10301

Secretary: Josephine A.E. Tucker

Address: 26 Caroline St., Level 1
Staten Island, N.Y. 10301

Treasurer: _____

Address: _____

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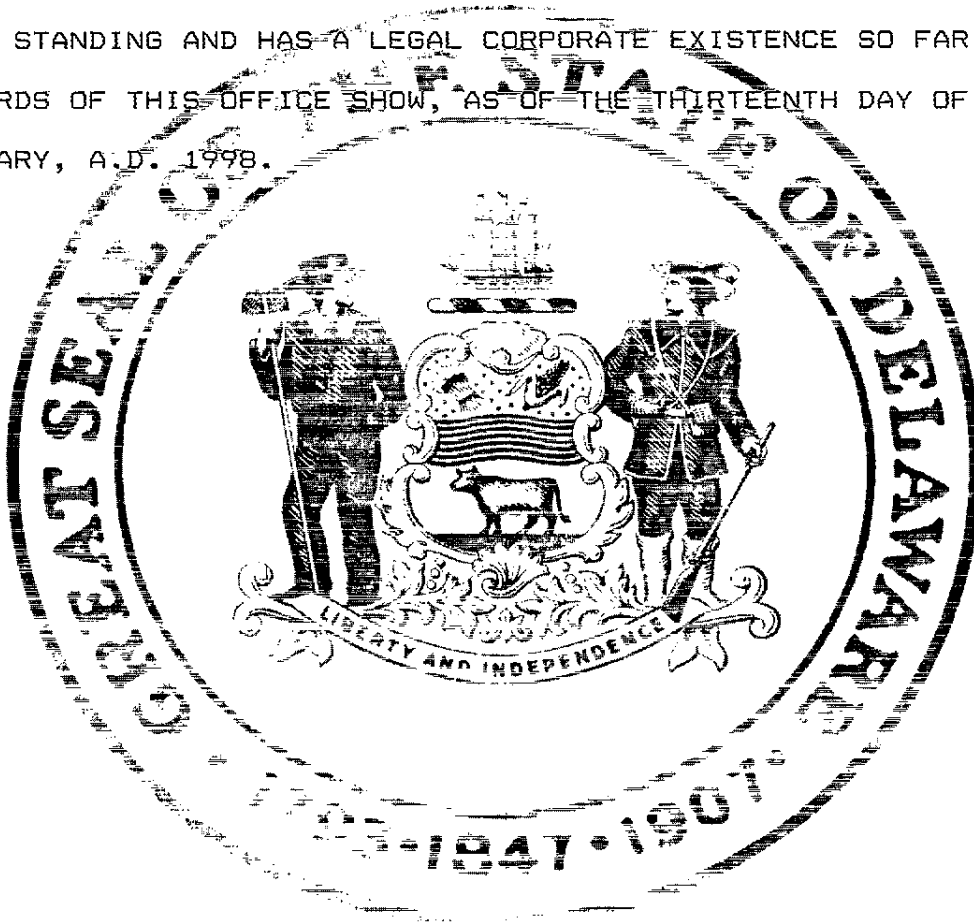
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMEGA CAPITAL GROUP 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 JANUARY, A.D. 1998.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8862684

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DATE: 01-13-98