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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BADSCH & ASSOCIATES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-02/12/98--01015--002
*****70.00 *****70.00

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:

Phyllis U. Badsch

(Name of Person)

BADSCH & ASSOCIATES

(Firm/Company)

308 Barcelona Rd

(Address)

West Palm Beach, Florida 33401

(City/State/Zip)

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

Phyllis Badsch

(Name of Person)

at (561) 655-2188

(Area Code & Daytime Telephone Number)

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

98 FEB 12 AM 11:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LC
2/12

**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. BADESCH & Associates, LTD. 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. Illinois 3. 36-3352933
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEB. 20, 1985 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JAN 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 308 Barcelona Rd
West Palm Beach, FL 33401
(Current mailing address)

8. REAL ESTATE Purchase & Rental Market.
(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: Phyllis Badesch

Office Address: 308 Barcelona Rd
West Palm Beach, Florida, 33401
(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.

Phyllis H Badesch
(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: Phyllis Badesch

Address: 308 Barcelona Rd. West Palm Beach, FL 33401

Vice Chairman: Scott Badesch

Address: 308 Barcelona Rd. West Palm Beach, FL 33401

Director: [Signature]

Address: _____

Director: _____

Address: _____

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

President: Phyllis U. Badesch

Address: 308 Barcelona Rd.

West Palm Beach, FL 33401

Vice President: Scott Badesch

Address: 308 Barcelona Rd.

West Palm Beach, FL 33401

Secretary: Scott Badesch

Address: 308 Barcelona Rd.

West Palm Beach, FL 33401

Treasurer: Phyllis Badesch

Address: 308 Barcelona Rd.

West Palm Beach, FL 33401

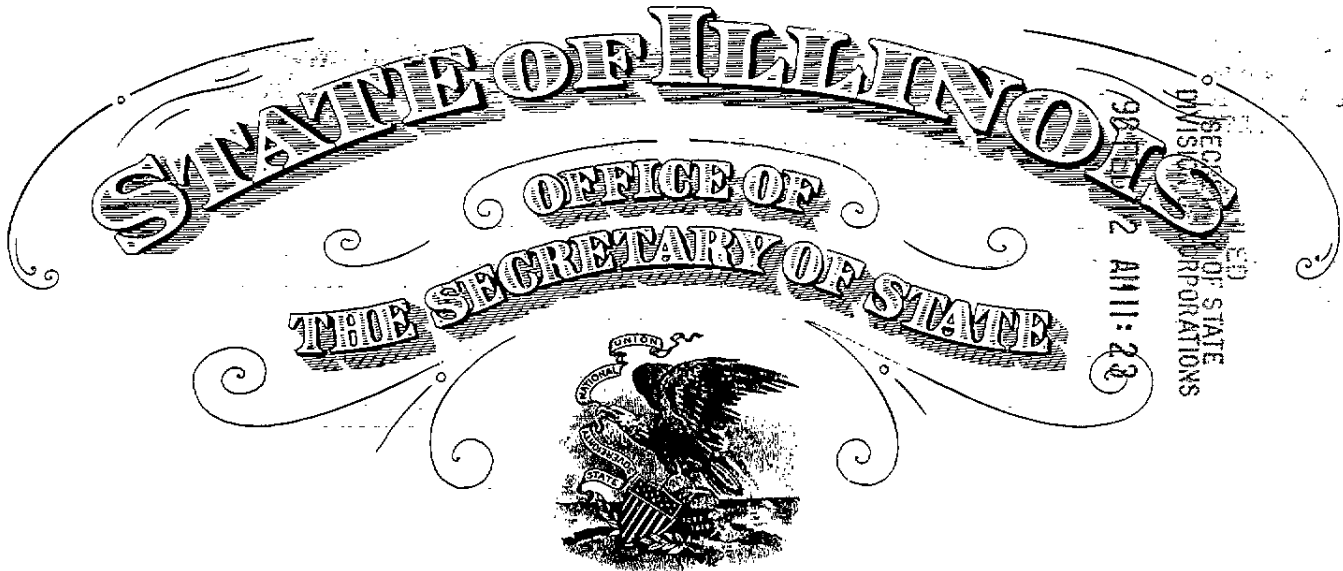
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. SCOTT B. BADESCH, Vice Chairman
(Typed or printed name and capacity of person signing application)

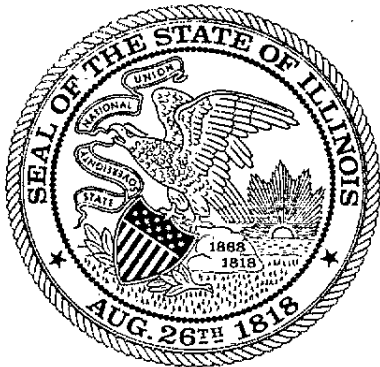
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DIVISION OF CORPORATIONS
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File Number 5374-588-1



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that **BADESCH AND ASSOCIATES, LTD., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 20, 1985, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*******



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 28TH
day of JANUARY A.D., 19 98.

George H Ryan

SECRETARY OF STATE