

F98000001383

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RYAN, WALSH & Co., 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:

JAMES P. RYAN
(Name of Person)

RYAN, WALSH & Co., INC.
(Firm/Company)

3304 SAWGRASS VILLAGE CIRCLE
(Address)

PO BOX VEDRA BEACH FL 32082
(City/State/Zip)

wq4-4838

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

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

JAMES P. RYAN at (904) 280 4130
(Name of Person) (Area Code & Daytime Telephone Number)

6p.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 PM 12:32
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1998

JAMES P. RYAN
RYAN, WALSH & CO., INC.
3304 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA BEACH, FL 32082

SUBJECT: RYAN, WALSH & CO., INC.
Ref. Number: W98000004838

We have received your document for RYAN, WALSH & CO., INC. 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 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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 498A00011988

*Ryan Walsh & Co., Inc.
Real Estate Counselors*

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JAMES P. RYAN, do hereby certify
(Name)

that this Resolution of the Board of Directors of RYAN, WALSH & Co., INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

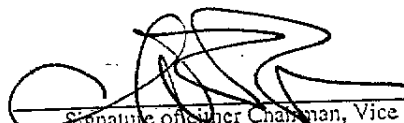
was duly adopted on MARCH 10, 19 98.

Be it resolved, that RYAN, WALSH & Co., INC.
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

RYAN WALSH & Co., INC. REAL ESTATE COUNSELLORS for use in Florida.

Dated: MARCH 10, 1998


Signature of either Chairman, Vice Chairman or any officer
CHAIRMAN

JAMES P. RYAN
Type or print name

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DIVISION OF CORPORATIONS
98 MAR 11 PM 12:32

**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. RYAN, WALSH & Co., 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. DELEWARE 3. 001 46 4279
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 3, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOT YET TRANSACTED
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3304 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA BEACH FL 32082
(Current mailing address)

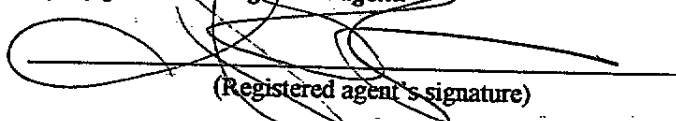
8. REAL ESTATE COUNSELING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Office Address: 3304 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA BEACH, Florida, 32082
(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
98 MAR 11 PM 12:32

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: JAMES P. RYAN

Address: 1183 SALT MARSH CIRCLE PONTE VEDRA BEACH FL 32082

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JAMES P. RYAN

Address: 1183 SALT MARSH CIRCLE PONTE VEDRA BEACH FL 32082

Vice President: JOAN E. RYAN

Address: 1183 SALT MARSH CIRCLE PONTE VEDRA BEACH FL 32082

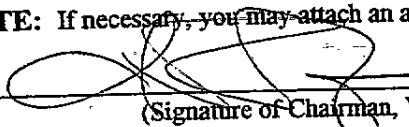
Secretary: JOAN E. RYAN

Address: _____

Treasurer: JAMES P. RYAN

Address: _____

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. JAMES P. RYAN
(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 "RYAN, WALSH & CO., 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 TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 PM 12:32



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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981076692

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02-27-98