

F98000002614

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RST Group, Incorporated
(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: 500002505815--2

Sue Kimball
(Name of Person)

-04/29/98--01103--004
*****78.75 *****78.75

W98-9671

RST Group, Incorporated
(Firm/Company)

2007 Bayview Place
(Address)

Indian Rocks Beach, FL 33785
(City/State/Zip)

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

Sue Kimball at (813) 593-3771
(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

mtu
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 30, 1998

SUE KIMBALL
RSJ GROUP, INC.
2007 BAYVIEW PLACE
INDIAN ROCKS BEACH, FL 33785

SUBJECT: RSJ GROUP, INC.
Ref. Number: W98000009671

We have received your document for RSJ 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 unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 198A00023573

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DIVISION OF CORPORATIONS

RSJ GROUP, INC.

May 5, 1998

Michael Mays
Document Specialist

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Mr. Mays:

RSJ Group, Inc. a new corporation who is trying to qualify:

803 Tahoe Blvd.

Suite #8

Indian Village, Nv. 89451

I, Richard Croy, was President and director of a Florida Corporation known as the RSJ Group, Inc. #59-3340020, incorporated on 9/25/95 per your document #P95000074444. This corporation has been administratively dissolved. It is the intentions of the Board of Directors *not* to reinstate this company and hereby release this name.

The same board of directors and I, Richard Croy, President of the *newly formed* RSJ GROUP, Inc. Of Nevada, would like to qualify this Corporation to do business in the state of Florida.

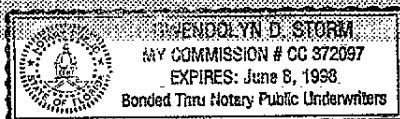
Thank You,


Richard Croy
President

RSJ Group, Inc.

1-800-335-0088

*May 5, 1998 -
Pinellas County, Florida
Deen Adams*



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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. RST 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. NEVADA
(State or country under the law of which it is incorporated)
3. 88-0385690
(FEI number, if applicable)
4. February 18, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 20, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. RST Group, Incorporated 2007 Bayview Place
Indian Rocks Beach, Florida 33785
(Current mailing address)
8. For all Legal Purposes
(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: Sue Kimball
Office Address: 2007 Bayview Place
Indian Rocks Beach, Florida, 33785
(Zip code)

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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.

Sue Kimball
(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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Susan Croy

Address: 803 TAHOE Blvd. Suite #8
Incline Village, Nevada #89451

Director: _____

Address: _____

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

President: Richard Croy

Address: 803 TAHOE Blvd. Ste #8
Incline Village, Nevada #89451

Vice President: _____

Address: _____

Secretary: Richard Croy

Address: 803 TAHOE Blvd. Suite #8
Incline Village, Nevada #89451

Treasurer: Susan Croy

Address: 803 TAHOE BLVD. Suite #8
Incline Village, Nevada #89451

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

13. 

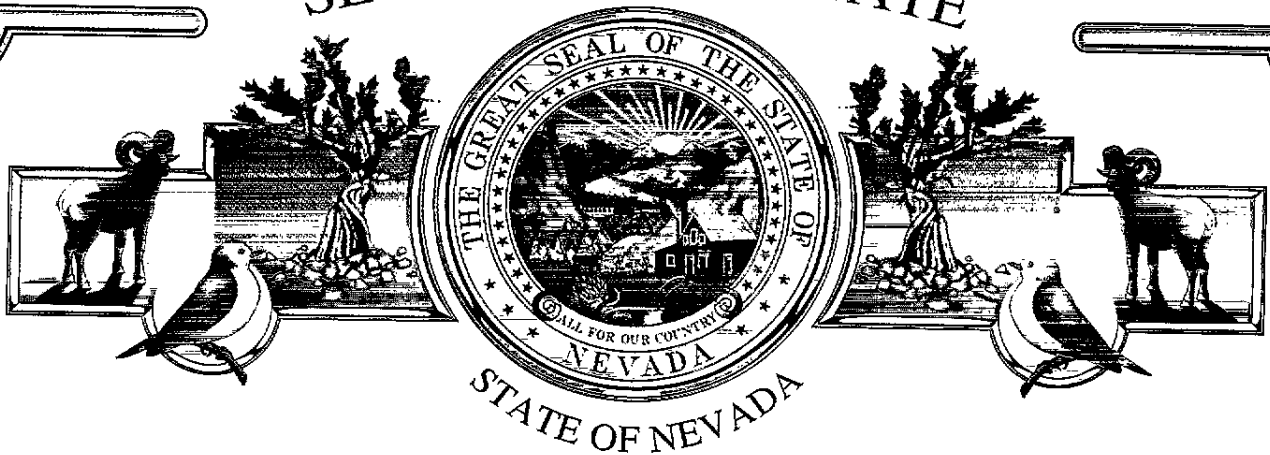
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Croy President

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

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **R S J GROUP, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 17, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 23, 1998.



Dean Heller
Secretary of State

By

M. Massey
Certification Clerk

FILED
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DIVISION OF CORPORATIONS
MAY - 8 AM '98