

F98000002953

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

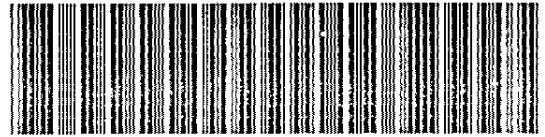
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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AND NEW YORK

JOSHUA K. FRIEDMAN
DAVID C. KOTLER

PAULA S. GOLD (RETIRED)
GREGG H. GLICKSTEIN, OF COUNSEL

December 21, 2004

Via Federal Express 7928 0673 7463

Ms. Karen Gibson
Secretary of State
Division of Corporations,
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Ranzal & Associates, Inc., a New York Corporation Name Change to RAI Group, Inc.
File Number 6-639-9

Dear Ms. Gibson:

On November 15, 2004, you forwarded letter number 304A00064889, a copy of which is enclosed. I am re-enclosing the original Application by Foreign Profit Corporation to file Amendment to Application for authorization to transact business in Florida along with the original Certificate from the Secretary of State of New York indicating that Ranzal & Associates, Inc., changed its name to RAI Group, Inc., on October 25, 2004. Please process the Application and return confirmation of the acceptance of the Application at your earliest convenience. Thank you for your assistance with this matter. If you have any questions, please do not hesitate to call.

Very truly yours,



Michael I. Kotler

Encl.
MIK/mek
cc: RAI Group, Inc.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 15, 2004

MICHAEL I. KOTLER
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER
54 SW BOCA RATON BLVD.
BOCA RATON, FL 33432-4708

SUBJECT: RANZAL & ASSOCIATES, INC.
Ref. Number: F98000002953

We have received your document for RANZAL & ASSOCIATES, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 245-6880.

Karen Gibson
Document Specialist

Letter Number: 304A00064889

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ranzal & Associates, Inc.
(Name of corporation)

DOCUMENT NUMBER: F98000002953

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael I. Kotler, Esq.
(Name of person)

Schwartz, Gold, Cohen, Zakarin & Kotler, P.A.
(Name of firm/company)

54 S.W. Boca Raton Blvd.
(Address)

Boca Raton, FL 33432-4708
(City/state and zip code)

For further information concerning this matter, please call:

Michael I. Kotler, Esq. at (561) 381-9600
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F98000002953

(Document number of corporation (if known))

1. Ranzal & Associates, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. New York

(Incorporated under laws of)

3. 05/26/1998

(Date authorized to do business in Florida)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 25, 2004

5. RAI Group, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)


(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

, president
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Robin Ranzal-Knowles

(Typed or printed name of person signing)

September 29, 2004

(Date)

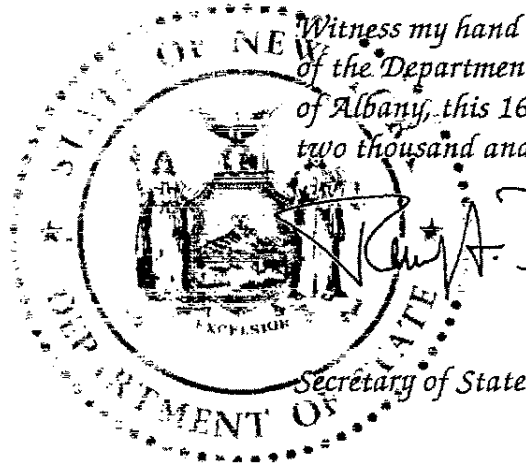
President

(Title of person signing)

State of New York | **ss:**
Department of State

I hereby certify, that the Certificate of Incorporation of RAI GROUP, INC. was filed on 03/18/1996, under the name of RANZAL & ASSOCIATES, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment RANZAL & ASSOCIATES, INC., changing its name to RAI GROUP, INC., was filed 10/25/2004.



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