

F 98000003092
WOOD & SMITH P.C.
ATTORNEYS AT LAW

500 SOUTH SALINA STREET, SUITE 1010
SYRACUSE, NEW YORK 13204
(315) 423-0400 • FAX (315) 424-1011
e-mail: brucelaw@dreamscape.com

May 12, 1998

200002524912--7
-05/15/98--01023--001
*****70.00 *****70.00

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: The Financial Group, Ltd.

w98-11132

Dear Sir/Madam:

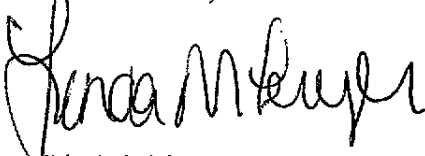
Enclosed you will find Application by Foreign Corporation for Authorization to Transact Business in Florida, a New York State Certificate of Good Standing, and our firm check in the amount of \$70.00 for the filing fees.

Please return the filing receipt to me in the enclosed, self-addressed envelope.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Wood & Smith, P.C.



Linda M. Peryer
Legal Assistant

FILED
98 JUN -1 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W
6/1

/lp
Encs.

WOOD & SMITH_{P.C.}
ATTORNEYS AT LAW

500 SOUTH SALINA STREET, SUITE 1010
SYRACUSE, NEW YORK 13202
(315) 423-0400 • FAX (315) 424-1011
e-mail: brucelaw@dreamscape.com

May 27, 1998

Lee Rivers, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Letter No. 198A00027249
The Financial Group, Ltd.
Ref. Number W98000011132

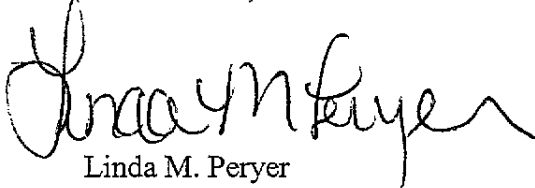
Dear Lee:

Enclosed you will find your letter to me of May 15, 1998. Enclosed you will also find the requested Resolution to do business under the name of "The Financial Group Southeast, Inc."

Please call me should you require anything further, or in the alternative provide me with the filing receipt once filed. Thank you.

Very truly yours,

Wood & Smith, P.C.



Linda M. Peryer
Legal Assistant

/lp
Encs.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1998

LINDA M. PERYER, LEGAL ASSISTANT
WOOD & SMITH, P.C.
500 SOUTH SALINA STREET, SUITE 1010
SYRACUSE, NY 13202

SUBJECT: THE FINANCIAL GROUP, LTD.
Ref. Number: W98000011132

We have received your document for THE FINANCIAL GROUP, LTD. 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 also note that in Florida, the suffix "LTD." indicates a Limited Partnership rather than a corporation. The name you adopt must include a corporate suffix other than "LTD." We will cross-reference your original name with your adopted name on our records; please let us know which corporate suffix you would like us to add to the ORIGINAL name after the "LTD."

Please feel free to call the number below to check any name you wish to adopt, or with any other questions you may have.

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 Specialist

Letter Number: 198A00027249

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Ronald Nicoll, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

The Financial Group, LTD.

(Corporate Name)

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


was duly adopted on June 6, 19 95.

Be it resolved, that The Financial Group, LTD.
(Corporate Name)

organized and existing in the State of New York, hereby adopts the name

The Financial Group Southeast Inc. for use in Florida.

Dated: May 26, 1998



Signature of either Chairman, Vice Chairman or any officer

Ronald Nicoll

Type or print name

FILED
98 JUN -1 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

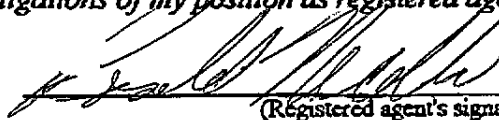
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**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. The Financial Group, Ltd.
(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. New York
(State or country under the law of which it is incorporated)
3. 16-1494867
(FEI number, if applicable)
4. June 5, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 236 W. Genesee Street, Suite 200
Syracuse, New York 13202
(Current mailing address)
8. Sale of Insurance Products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)**
Name: Ronald Nicolli
Office Address: 2061 North Boca Raton Blvd., Suite 207
Boca Raton, Florida, 33431
(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.

FILED
98 JUN -1 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: Ronald Nicolli

Address: 135 Sunharbor Drive

Liverpool, NY 13088

Director: _____

Address: _____

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

President: Ronald Nicolli

Address: 135 Sunharbor Drive

Liverpool, NY 13088

Vice President: _____

Address: _____

Secretary: Joseph Siracusa

Address: 100 Hawthorne Drive

Camillus, NY 13031

Treasurer: _____

Address: _____

98 JUN 1 PM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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)
Ronald Nicolli, President & Director

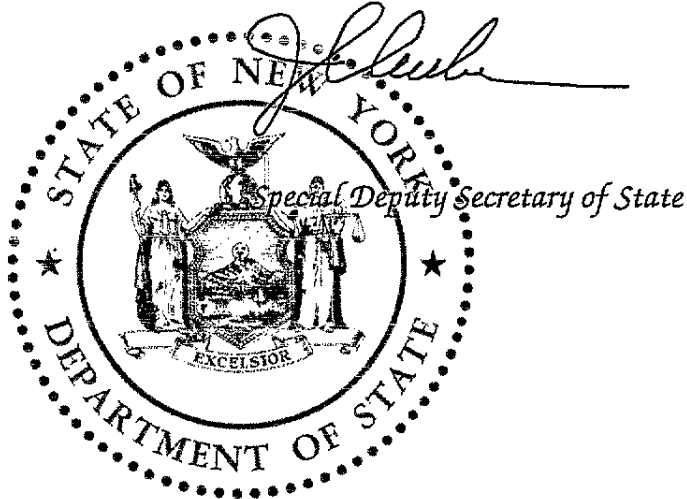
14.  _____

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

State of New York
Department of State } ss:

I hereby certify, that the certificate of incorporation of THE FINANCIAL GROUP LTD. was filed on 06/26/1995, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in 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 a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of May
one thousand nine hundred and
ninety-eight.*



199805080001 40

FILED
98 JUN - 1 PM 2:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA