

F98000004438

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Resource Associates Corporation
(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:

Rachelle Smith
(Name of Person)
Resource Associates Corporation
(Firm/Company)
31 Hickory Road
(Address)
Mohnton, PA 19540
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Rachelle Smith at (610) 775-5222
(Name of Person) (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

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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. Resource Associates, 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. Pennsylvania 3. 23-2076618
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 25, 1978 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 29, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 31 Hickory Road
Mohnton, PA 19355
(Current mailing address)
8. Sales of Training/Human Resource materials
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

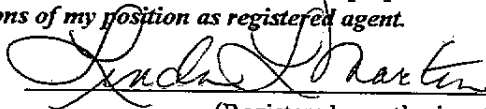
Name: Linda Martin

Office Address: 1810 Pomelo Avenue

St. Cloud, Florida, 34772
(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.

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: _____

Address: _____

Director: _____

Address: _____

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

President: Linda Martin

Address: 1810 Pomelo Avenue

St. Cloud, FL 34772

Vice President: _____

Address: _____

Secretary: Linda Martin

Address: 1810 Pomelo Avenue

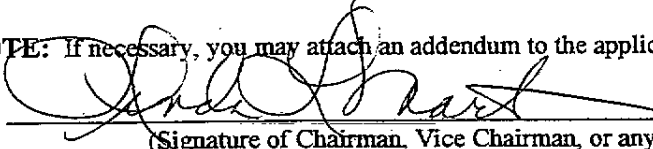
St. Cloud, FL 34772

Treasurer: Robert T. Becker

Address: 1810 Pomelo Avenue

St. Cloud, FL 34772

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. Linda L. Martin, Pres.

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

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JULY 17, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

RESOURCE ASSOCIATES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, appearing to read "G. L. Kane", is written over a horizontal line.

Secretary of the Commonwealth

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