

F98000004490

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: National Compliance Services, Inc.

500002602875--8
-07/30/98--01067--005
*****78.75 *****78.75

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.

W98-17362

Please return all correspondence concerning this matter to the following:

Rita G. Dew
National Compliance Services, Inc.
3900 NW 2nd Court
Boca Raton, FL 33431

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

Rita G. Dew at 561-447-6684.

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS

Qualification/Tax Lien Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

98 AUG -7 AM 10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 30, 1998

RITA G. DEW
NATIONAL COMPLIANCE SERVICES, INC.
3900 NW 2ND COURT
BOCA RATON, FL 33431

SUBJECT: NATIONAL COMPLIANCE SERVICES, INC.
Ref. Number: W98000017362

We have received your document for NATIONAL COMPLIANCE SERVICES, 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 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 Specialist

Letter Number: 198A00040129

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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I, the undersigned Rita G. Dew, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

National Compliance Services, Inc.

(Corporate Name)

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


was duly adopted on August 4, 19 98.

Be it resolved, that National Compliance Services, Inc.,
(Corporate Name)

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

National Compliance, Inc. for use in Florida.

Dated: 8/4/98


Signature of either Chairman, Vice Chairman or any officer

Rita G. Dew, Chairman

Type or print name

**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. National Compliance Services, 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. Delaware 3. 52-2107491
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 5th, 1998 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 5th, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3900 NW 2nd Court, Boca Raton, FL 33431
(Current mailing address)
8. Broker Dealer and Investment Advisory Services
(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: Rita G. Dew
Office Address: 3900 NW 2nd Court
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.

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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: Rita G. Dew

Address: 3900 NW 2nd Court

Boca Raton, FL 33431

Vice Chairman: Batron J. Bradshaw

Address: 3900 NW 2nd Court

Boca Raton, FL 33431

Director:

Address:

Director:

Address:

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

President: Rita G. Dew

Address: 3900 NW 2nd Court

Boca Raton, FL 33431

Vice President: Barton J. Bradshaw

Address: 3900 NW 2nd Court

Boca Raton, FL 33431

Secretary: Barton J. Bradshaw

Address: 3900 NW 2nd Court

Boca Raton, FL 33431

Treasurer: Rita G. Dew

Address: 3900 NW 2nd Court

Boca Raton, FL 33431

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. Rita G. Dew, Chairman

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL COMPLIANCE SERVICES, 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 JULY, A.D. 1998.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9218705
DATE: 07-27-98