

F98000005865

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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
NATIONSBANK TOWER
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PALM BEACH (561) 734-4655
FACSIMILE (954) 463-6963

October 7, 1998

VIA UPS OVERNIGHT

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

300002659423--1
-10/08/98--01079--003
131.25 **87.50

Re: The Reliance Financial Group, Inc.
Application by Foreign Corporation for Authorization to
Transact Business in Florida
Our File No. 98-190

W 98-23014

To whom it may concern:

Enclosed herewith you will find an Application by Foreign Corporation for Authorization to Transact Business in Florida with respect to the above referenced Georgia corporation.

You will also find enclosed our firm's check in the amount of \$131.25 representing filing fees, the fee for a certified copy and the fee for a certificate of status. Please return same via the enclosed UPS Overnight envelope provided for this purpose.

If you have any questions, please do not hesitate to call.

Very truly yours,

BENSON, MOYLE & MUCCI

Bernard T. Moyle / *tc*
Bernard T. Moyle,
For the Firm

Return via UPS
per time by phone
10/9

FILED
98 OCT 21 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA
10/21

/tc

Enclosures

K:\98-190\VI-6\100798SS.LTR



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1998

BERNARD T. MOYLE
BENSON, MOYLE & MUCCI
ONE FINANCIAL PLAZA, SUITE 1600
FT. LAUDERDALE, FL 33394

SUBJECT: THE RELIANCE FINANCIAL GROUP, INC.
Ref. Number: W98000023014

We have received your document for THE RELIANCE FINANCIAL GROUP, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The second page of your application was not enclosed. In this package is a new, blank second page.

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: 698A00050274

BENSON, MOYLE & MUCCI
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October 20, 1998

VIA UPS OVERNIGHT DELIVERY

Lee Rivers, Document Specialist
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: The Reliance Financial Group, Inc., a Georgia corporation
Filing of Foreign Corporation
Our File No. 98-166**

Dear Mr. Rivers:

I am in receipt of your October 9, 1998 letter, ref. number W98000023014, in the above regard (a copy of your letter is enclosed).

Enclosed herewith you will find the required documents to complete the filing of this foreign corporation. Those documents include:

1. Page 2 of the application; and
2. Corporation Resolution of The Reliance Financial Group, Inc. adopting the name The Reliance Financial & Investment Group, Inc. for use in the State of Florida.

You will also find enclosed a pre-paid UPS Overnight Delivery envelope so that you may return copies to us.

If you have any questions, please do not hesitate to call.

Very truly yours,

BENSON, MOYLE & MUCCI

Tina Capstick

Tina Capstick
Assistant to Bernard T. Moyle,
For the Firm

/tc

Enclosures

K:\98-166\FLORIDA\102098SS.LTR

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED

98 OCT 21 PM 12:28

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned C. Michael Bailiff, do hereby certify
(Name)

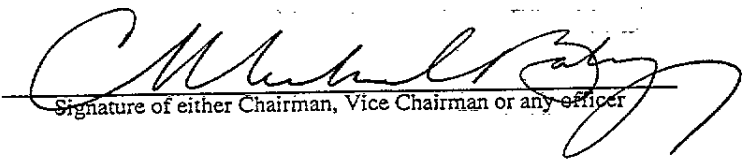
that this Resolution of the Board of Directors of The Reliance Financial
Group, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Georgia,
was duly adopted on October 15, 19 98.

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

organized and existing in the State of Georgia, hereby adopts the name
The Reliance Financial & Investment Group, Inc. for use in Florida.

Dated: October 15, 1998


Signature of either Chairman, Vice Chairman or any officer

C. Michael Bailiff
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. The Reliance Financial Group, 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. Georgia
(State or country under the law of which it is incorporated)

3. 58-2407836
(FEI number, if applicable)

4. August 6, 1998
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Within 30 days of authorization
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3475 Lenox Road NE, Suite 400, Atlanta, GA 30326-1232

cc to: Bernard T. Moyle, Esq., Benson, Moyle & Mucci

(Current mailing address) One Financial Plaza, Suite 1600
Fort Lauderdale, FL 33394

8. Viatical Settlement Provider
(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:

Name: Insurance Commissioner

Office Address: Capitol

Tallahassee, Florida, 32399-0300
(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.

Insurance Commissioner

(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: C. Michael Bailiff

Address: 3475 Lenox Road NE, Suite 400

Atlanta, GA 30326

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: C. Michael Bailiff

Address: 3475 Lenox Road NE, Suite 400

Atlanta, GA 30326

Vice President: _____

Address: _____

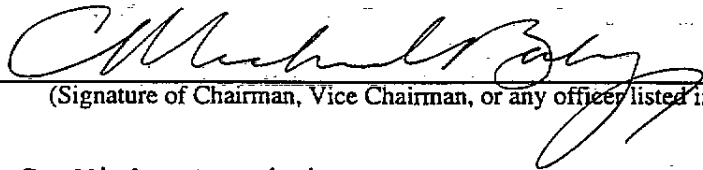
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. C. Michael Bailiff
(Typed or printed name and capacity of person signing application)

98 OCT 21 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982730892
CONTROL NUMBER : 9829840
DATE INC/AUTH/FILED: 08/06/1998
JURISDICTION : GEORGIA
PRINT DATE : 09/30/1998
FORM NUMBER : 211

BENSON, MOYLE & MUCCI
ATTN: BERNARD T. MOYLE
ONE FINANCIAL PLZ #1600 NATIONSBANK TWR
FORT LAUDERDALE, FL 333941697

FILED
98 OCT 21 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

THE RELIANCE FINANCIAL GROUP, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State