

F98000006238

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: APCO FINANCIAL INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002684431--5
-11/10/98--01049--004
****131.25 *****87.50

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:

ROBERT J. DE PATHY, PRESIDENT
(Name of Person)
APCO FINANCIAL INC
(Firm/Company)
5700 LAKE WORTH RD., SUITE 206
(Address)
GREEN ACRES, FLORIDA 33463
(City/State/Zip)

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

02 ROBERT J. DE PATHY, PRESIDENT
CHRISTOPHER J. MOORE, BRANCH at (561) 963-2209
(Name of Person) MANAGER (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. APCO FINANCIAL 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. NEVADA 3. 65-0865885
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 24th, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. WAITING FOR CERTIFICATE OF AUTHORITY FROM DEPARTMENT OF STATE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5700 LAKE WORTH RD., SUITE 206
GREEN ACRES, FLORIDA 33463
(Current mailing address)

8. INSURANCE INVESTMENT MARKETING / (FATHER PASSED AWAY IN NEVADA)
(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: ROBERT J. DEPATHY

Office Address: 5700 LAKE WORTH RD SUITE 206
GREENACRES, Florida, 33463
(Zip code)

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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.

Robert J. DePathy, PRESIDENT
(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: ROBERT J. DE PATHY, PRESIDENT & CHAIRMAN

Address: 10161 SW 55th LANE
COOPER CITY, FL. 33328

Vice Chairman: [Signature]

Address:

Director:

Address:

Director:

Address:

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

President: ROBERT J. DE PATHY

Address: 10161 SW 55th LANE
COOPER CITY, FLORIDA 33328

Vice President:

Address:

Secretary: DAWN DePicciotto

Address: 3651 SW MARGELA ST.
PORT SAINT LUCIE, FL. 34953

Treasurer:

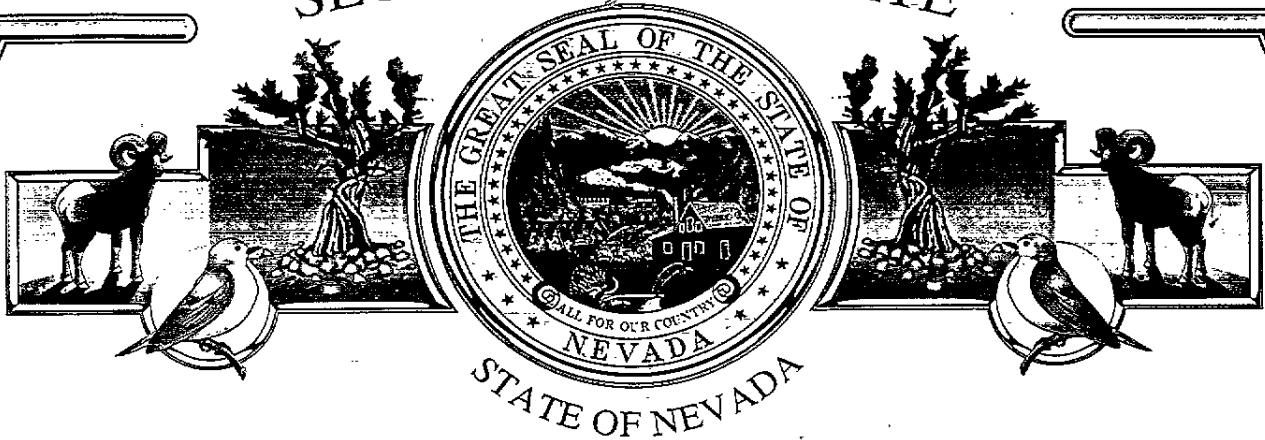
Address:

NOTE: ~~If necessary, you may attach an addendum to the application listing additional officers and/or directors.~~

13. Robert J. Tahey, Chairman & President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT J. DE PATHY, PRESIDENT
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **APCO FINANCIAL INC.** did on **December 31, 1996** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **January 14, 1997.**



Dean Heller

Secretary of State

By *Beverly Davenport*

Certification Clerk

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STATE OF NEVADA
SECRETARY OF STATE

CERTIFICATE OF REINSTATEMENT

I, DEAN HELLER, the duly elected Secretary of State of the State of Nevada, do hereby certify that APCO FINANCIAL INC., a corporation formed under the laws of the State of Nevada having paid all filing fees, licenses, penalties and costs, in accordance with the provisions of Title 7 of the Nevada Revised Statutes as amended, for the years and in the amounts as follows:

1996-1997	List of Officers + penalty	\$100.00
1998-1999	List of Officers + penalty	\$100.00
Reinstatement		\$50.00
total		\$250.00

and otherwise complied with the provisions of said section, the said corporation has been reinstated, and that by virtue of such reinstatement it is authorized to transact its business in the same manner as if the aforesaid filing fees, licenses, penalties and costs had been paid when due.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, on October 8, 1998.

Dean Heller

Secretary of State

By:

Scott W. Anderson
Deputy



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