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SEP-02-99 1:02 PM From: GREENBERG TRAUIG
Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:
Division of Corporations
Fax Number : (850)922-4003

From: Terri M. Lahner, CIA, CFLA
Account Name : GREENBERG TRAUIG (WEST PALM B.
Account Number : 075201001473
Phone : (561)650-7900
Fax Number : (561)655-6222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT QUALIFICATION
PRIVATE INVESTOR RESERVES CORP.**

**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 name of the Corporation is Private Investor Reserves Corp. (the "Corporation")

2. The jurisdiction of incorporation of the Corporation is Delaware.

3. The date of incorporation is August 4, 1999.

4. The street and mailing address of its principal office is 2330 South Ocean Boulevard, Palm Beach, FL 33480.

5. The Corporation has applied for an Employer Identification number.

6. The Corporation shall have perpetual existence.

7. The Corporation has not, since its incorporation, engaged in any activity in the State of Florida except as set forth in paragraph (2) of Section 607.1501 of the Florida Business Corporation Act.

8. The business which the Corporation proposes to do in the State of Florida is as follows:

To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act

9. Corporation Service Company, is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address within the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301.

Prepared by: Wayne T. Crowder, Esq.
777 South Flagler Drive, Suite 300-East
West Palm Beach, FL 33401
Telephone: 561-650-7900
Fax: 561-655-6222

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10. 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.

Corporation Service Company

By:

Deborah D. Skipper

Registered Agent
Deborah D. Skipper
as its agent

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. The names and addresses of the officers and directors of the Corporation are as follows:

See attached list.

Signed on August 28 1999.

Carson H. Powers
Carson H. Powers, President

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STATE OF NEW YORK
CLERK OF THE COURT
JUL 29 1999

List of Officers and Directors of Private Investor Resources, Inc.

A. DIRECTORS:

Name: David Jennings
Address: Private Investor Reserves Corp.
2330 South Ocean Boulevard
Palm Beach, FL 33480

Name: Carson H. Powers
Address: 35 Beeholm Road
Redding, CT 06896

Name: Joseph I. Kolb
Address: 14 Lake Avenue
Fairhaven, NJ 07704

B. OFFICERS:

President/Secretary:
Address: Carson H. Powers
35 Beeholm Road
Redding, CT 06896

Vice President/Treasurer
Address: David Jennings
Private Investor Reserves Corp.
2330 South Ocean Boulevard
Palm Beach, FL 33480

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SEP 3 1999

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIVATE INVESTOR RESERVES CORP." 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 SECOND DAY OF SEPTEMBER, AND 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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CORP SERVICE CO

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