

Filing and License Fee: \$310.00 minimum

ID Number: 143817



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement

- 1. The name of the corporation is Adams and Associates, Inc.
- 2. It is incorporated under the laws of Nevada
- 3. The name, if different, which it elects to use in Rhode Island is Adams of Nevada, Inc. (NV)

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4 The date of its incorporation is 9/25/90 and the period of its duration is perpetual

5 The address of its principal office in the state or country under the laws of which it is incorporated is 10395 Double R Blvd, Reno, NV 89521

6 The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)

Providence RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is CT Corporation System  
(Name of Agent)

7 The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:  
operate residential youth training facilities for the U.S. Dept. of Labor

8 The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>Richard Iori</u>	<u>10395 Double R Blvd, Reno, NV</u>
Director		
President	<u>Ray A Adams</u>	<u>" "</u>
Vice President	<u>Leslie G Adams</u>	<u>" "</u>
Treasurer	<u>Daniel B Norem</u>	<u>" "</u>
Secretary	<u>Wm. C. Thornton</u>	<u>1 East First St #1405, Reno, NV</u>

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
25,000			\$1.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
11,071			\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,000,000. *Federal government owns all real and personal property for Exeter, RI location*

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 45,000,000

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 5,000,000

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 11.11 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 7/12/04

Adams and Associates, Inc.  
Print Exact Name of Corporation Making Application

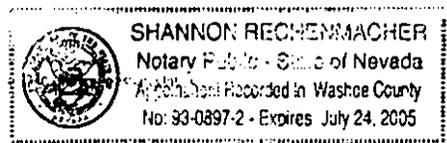
By Kellie M Adams  
 President or  Vice President (check one)

By William C Thornton AND  
 Secretary or  Assistant Secretary (check one)

STATE OF Nevada  
COUNTY OF Washoe

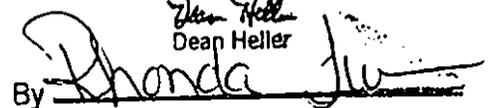
In Ross Kuss on this 13 day of July, 2004, before me personally appeared William C Thornton who, being duly sworn, declared that he/she is the Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true

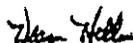
Shannon Rechenmacher  
Notary Public  
My Commission Expires July 24 2005



STATE OF NEVADA  
Secretary of State  
I hereby certify that this is a true and  
complete copy of the document as filed  
in this office.

SEP 29 2004

  
By Rhonda Ju

  
Dean Heller