

F00000002403

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Galbraith Capital Management Corporation
(Name of corporation - must include suffix)

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.

Please return all correspondence concerning this matter to the following:

300003200403--5
-04/07/00-01087-008
*****78.75 *****78.75

Joseph B. Galbraith
(Name of Person)

Galbraith Capital Management Corporation
(Firm/Company)

113 Wateredge Court
(Address)

Safety Harbor FL 34695-5132
(City/State/Zip)

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

Joseph or Barbara Galbraith at (727) 797-2160
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

~~789/310/644~~

OR 5/2

FILED
00 MAY -2 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F00-2403
~~100-9910~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 14, 2000

JOSEPH B. GALBRAITH
GALBRAITH CAPITAL MANAGEMENT CORPORATION
113 WATEREDGE COURT
SAFETY HARBOR, FL 34695-5132

SUBJECT: GALBRAITH CAPITAL MANAGEMENT CORPORATION
Ref. Number: W00000009910

We have received your document for GALBRAITH CAPITAL MANAGEMENT CORPORATION and your check(s) totaling \$78.75. 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 date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 100A00020586

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TALLAHASSEE, FLORIDA

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RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

I, the undersigned Joseph B. Galbraith, do hereby certify
(Name)

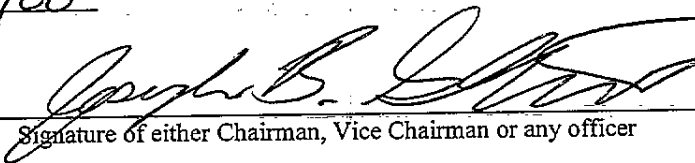
that this Resolution of the Board of Directors of Galbraith Capital
Management Corporation
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Missouri
was duly adopted on April 24, 2000.

Be it resolved, that Galbraith Capital Management Corporation
(Corporate Name)

organized and existing in the State of Missouri, hereby adopts the name
GCME, Inc. for use in Florida.

Dated: 4/24/00


Signature of either Chairman, Vice Chairman or any officer

Joseph B. Galbraith
Type or print Name

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TALLAHASSEE, FLORIDA

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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. Galbraith Capital Management Corporation

(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. Missouri 3. 43-1835090

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 1, 1999 5. Perpetual

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 21, 2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 113 Wateredge Court, Safety Harbor, Florida 34695-5132

(Current mailing address)

To engage in the business of a broker/agent

8. _____

(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: Joseph Galbraith

Office Address: 113 Wateredge Court

Safety Harbor, Florida, 34695-5132
(Zip code)

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TALLAHASSEE, FLORIDA

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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.

Joseph Galbraith
By: 
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Joseph B. Galbraith

Address: 113 Wateredge Court
Safety Harbor FL 34695-5132

Director: _____

Address: _____

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

President: Joseph B. Galbraith

Address: 113 Wateredge Court
Safety Harbor FL 34695-5132

Vice President: Barbara Galbraith

Address: 113 Wateredge Court
Safety Harbor FL 34695-5132

Secretary: Joseph B. Galbraith


Address: 113 Wateredge Court
Safety Harbor FL 34695-5132

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Joseph B. Galbraith, President, Secretary & Sole Director
(Typed or printed name and capacity of person signing application)

No. 00464143

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

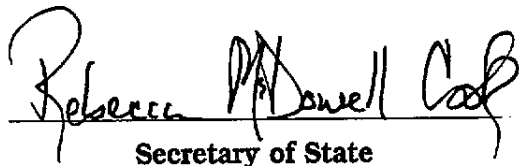
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

GALBRAITH CAPITAL MANAGEMENT CORPORATION

was incorporated under the laws of this State on the 1st day of JANUARY, 1999, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 14th day of MARCH, 2000.


Secretary of State

