

FD 2000004074
TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMERAUDI ASSET MANAGEMENT, INC.
(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:

ANNE H. STRATON
(Name of Person)
AMERAUDI ASSET MANAGEMENT
(Firm/Company)
19 EAST 54TH STREET
(Address)
NEW YORK, NY 10021
(City/State and Zip code)

RECEIVED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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For further information concerning this matter, please call:

ANNE STRATON at (212) 833-1090
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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MSA

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

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. AMERAUDI ASSET MANAGEMENT, 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. DELAWARE 3. 13-4044704
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JANUARY 13, 1999 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 19 EAST 54TH STREET, NEW YORK, NY 10022
(Principal office address)

19 EAST 54TH STREET, NEW YORK, NY 10022
(Current mailing address)

8. INVESTMENT ADVISORY BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

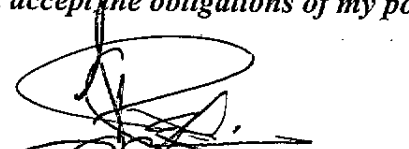
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: LANCE D. MACKENZIE, PRESIDENT

Office Address: FLORIDA SECURITIES CONSULTING SERVICES
2838 SW 82ND TERRACE
GAINESVILLE, Florida 32608
(City) (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.


(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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: WILLIAM R. GRANT

Address: GAVEN ASSOCIATES
810 FIFTH AVENUE, NEW YORK NY 10020

Vice Chairman: JOSEPH AUDI

Address: BANK AUDI USA
19 EAST 54TH STREET, NEW YORK NY 10021

Director: RONALD L. WELBURN

Address: AMERAUDI ASSET MANAGEMENT, INC.
19 EAST 54TH STREET, NY NY 10021

Director: ANNE H. STRATON

Address: AMERAUDI ASSET MANAGEMENT, INC.
19 EAST 54TH STREET, NY NY 10021

B. OFFICERS

President: RONALD L. WELBURN

Address: AMERAUDI ASSET MANAGEMENT, INC.
19 EAST 54TH STREET, NY, NY 10021

Vice President: ANNE H. STRATON

Address: AMERAUDI ASSET MANAGEMENT, INC.
19 EAST 54TH STREET, NY NY 10021

Secretary: ANNE H. STRATON

Address: AMERAUDI ASSET MANAGEMENT, INC.

Treasurer: RONALD L. WELBURN

Address: AMERAUDI ASSET MANAGEMENT, INC.
19 EAST 54TH STREET, NEW YORK, NY 10021

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

13. Anne H. Straton

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

ADDENDUM TO: DIRECTORS.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: DAVID P. FELDMAN

Address: WARBURG PINCUS

466 LEXINGTON AVENUE, NEW YORK NY 10017

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

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. Anne H. Straton
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ANNE H. STRATON, SENIOR VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

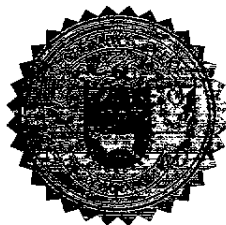
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERAUDI ASSET MANAGEMENT INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERAUDI ASSET MANAGEMENT INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2992380 8300

020495307



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1919774

DATE: 08-05-02