

F020000006390

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

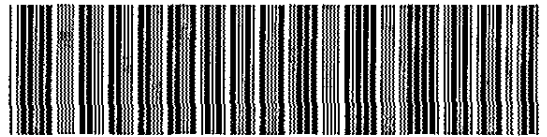
(Business Entity Name)

(Document Number)

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CT CORPORATION

December 26, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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Re: Order #: 5751308 SO
Customer Reference 1: None Provided
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Segrest Holdings, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Segrest Holdings, 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. 13-4226185
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 6, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. c/o Meriwether Capital Corporation, 30 Rockefeller Plaza, Suite 5432,
New York, NY 10112
(Current mailing address)

8. All permissible purposes under Delaware law
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System


(Registered agent's signature)

STEPHEN ADAMO
ASSISTANT SECRETARY

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: George D. O'Neill, Jr.

Address: c/o Meriwether Capital Corporation, 30 Rockefeller Plaza, Suite 5432,
New York, NY 10112-0245

Vice Chairman: N/A

Address: _____

Director: Elwyn Segrest

Address: 6180 Big Bend Road, Gibsonton, FL 33534

Director: Jack Bramlett

Address: 6180 Big Bend Road, Gibsonton, FL 33534

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

President: _____

Address: _____

Vice President: _____

Address: _____


Secretary: Treasurer and Vice President Robert W. Petit

Address: c/o Meriwether Capital Corporation, 30 Rockefeller Plaza, Suite 5432,
New York, NY 10112-0245

Treasurer: _____

Address: see attached sheet

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. William M. Jackson, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Attachment Sheet

Other Directors

Claude Nash
c/o Menwether Capital Corporation, 30 Rockefeller Plaza, Suite 5432, New York, NY
10112

Robert W. Petit
c/o Menwether Capital Corporation, 30 Rockefeller Plaza, Suite 5432, New York, NY
10112

Other Officers

Chairman: George D. O'Neill
c/o Menwether Capital Corporation, 30 Rockefeller Plaza, Suite 5432, New York, NY
10112

Assistant Secretary: William M. Jackson
c/o Satterlee Stephens Burke & Burke LLP, 230 Park Avenue, Suite 1130, New York,
NY 10169

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Delaware

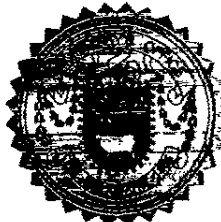
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEGREST HOLDINGS, 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 TWENTY-THIRD DAY OF DECEMBER, A.D. 2002.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3594215 8300

AUTHENTICATION: 2167967

020795574

DATE: 12-23-02