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F95000000098

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL. 32301 (904) 656-8290
City State Zip Phone

300001372913
-01/06/95--01044--058
*****70.00 *****70.00

CORPORATION(S) NAME

Baraban Securities Incorporated

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of R.A.
- Fictitious Name
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. PARAPAN SECURITIES INCORPORATED
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. California
(State or country under the law of which it is incorporated)

3. April 28, 1978 4. Perpetual
(Date of Incorporation) (Duration)

5. 95-3244023
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2121 AVENUE OF THE STARS, #1400, LOS ANGELES, California 90067
(Current mailing address)

8. SECURITIES BROKER - DEALER
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors
Address: _____

Vice Chairman: See attached list of directors
Address: _____

Director: See attached list of directors
Address: _____

Director: _____
Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Inland Road
Plantation, Florida 33324

Zip Code

11. 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: *D.F. Hickey* C T Corporation System
(Officer)
D.F. Hickey, Assistant Secretary
(Typed Name and Title of Officer)

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DIVISION OF CORPORATE RECORDS
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12. 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.

13. *Stuart S. Greenberg*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. STUART S. GREENBERG, CHIEF EXECUTIVE OFFICER
(Name and capacity of person signing application)

LIST OF OFFICERS AND DIRECTOR
OF
BARABAN SECURITIES INCORPORATED

Stuart S. Greenberg	Chief Executive Officer/ Chairman of the Board/ Director	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
Robert E. Paset	President/Chief Operating Officer	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
Claudine L. Kalin	Corporate Secretary	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
G. Diana Moreno	Chief Financial Officer	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
Robert W. Campbell	Sr. Vice President, Investment Banking	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
Neal J. Kohlhaas	Sr. Vice President, Institutional Sales	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
Leonard Rothstein	Sr. Vice President, Syndication & Trading	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
John Dutton	Sr. Vice President, Director of Research	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067
Raymond J. Volker	Sr. Vice President, Financial Planning & Insurance Services	2121 Avenue of the Stars Suite 1400 Los Angeles, CA 90067

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State of California

SECRETARY OF STATE'S OFFICE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 28TH day of APRIL, 19 78,

BARABAN SECURITIES INCORPORATED

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

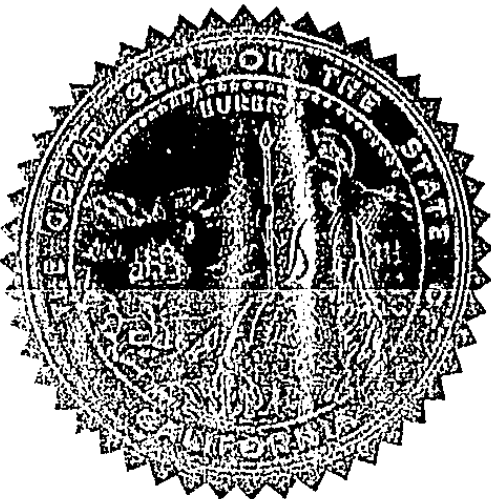
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
5TH day of JANUARY, 1995

Bill Jones
Secretary of State

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96 FEB 16 PM 12:59

DIVISION OF CORPORATION

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

600001717246
-02/16/96--01054--036
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Paraban Securities Incorporated

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96 FEB 16 PM 2:00
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Dissolution/Withdrawal
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- Merged
- Limited Partnership
- Reinstatement
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- Call When Ready
- Walk In
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- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Other
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2/16/96

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APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Baraban Securities Incorporated
(Name of Corporation)

California
(Incorporated Under Laws Of)

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FEB 15 PM 2:00
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

2121 Avenue of the Stars, Suite 1400
(Mailing Address)

Los Angeles, California 90067
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Stuart S. Greenberg
Signature

2-8-96
Date

Stuart S. Greenberg
Typed or printed name

President
Title