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LEGAL & FINANCIAL SERVICES

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RECEIVED  
JUN 24 11:12  
Ferguson Acquisition Corporation

ACCOUNT NO. : 072100000032  
REFERENCE : 990345 4358243  
AUTHORIZATION : Patricia Pzyut  
COST LIMIT : \$122.50

ORDER DATE : June 17, 1996  
ORDER TIME : 10:25 AM  
ORDER NO. : 990345  
CUSTOMER NO: 4358243

800001873578

CUSTOMER: Mr. Steve Lieschner  
Holding Capital Group  
685 Fifth Avenue, 14th Floor  
New York, NY 10022

FOREIGN FILINGS

NAME: FERGUSON ACQUISITION  
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

FILED  
96 JUN 24 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

52 6/24

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

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

1. Ferguson Acquisition 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. Texas  
(State or country under the law of which it is incorporated)
3. 75-2123875  
(FEI number, if applicable)
4. June 20, 1986  
(Date of incorporation)
5. Perpetual  
(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. clo Holding Capital Group, Inc.  
104 Crandon Blvd., #419  
Key Biscayne, FL 33149  
(Current mailing address)
8. Administrative office  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: Maria J. Galan  
Office Address: clo Holding Capital Group, Inc.  
104 Crandon Blvd., #419  
Key Biscayne, Florida, 33149  
(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.  
By: Maria J. Galan  
(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.

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

A. DIRECTORS

Chairman: S.A. Spencer

Address: 251 Grandon Blvd., #1164  
Key Biscayne, FL 33149

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: James W. Donaghy

Address: 7 Ridgewood Drive  
Bridgewater, CT

Director: William C. Martin

Address: 4018 Wingdon Drive  
Irving, TX

B. OFFICERS

President: James W. Donaghy

Address: 7 Ridgewood Drive  
Bridgewater, CT

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Steven Leischner

Address: 1979 Dogwood Drive  
Westfield, NJ

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. Steven Leischner, Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of

FERGUSON ACQUISITION CORPORATION  
CHARTER# 1001339

were filed in this office and a certificate of incorporation was issued on  
JUNE 20, 1986;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and  
that the corporation is still in existence.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on June 20, 1986.

*Antonio O. Garza, Jr.*

Antonio O. Garza, Jr.  
Secretary of State

BAM