

REFERENCE

990345

4358243

AUTHORIZATION

COST LIMIT

ORDER DATE : June 17, 1996

ORDER TIME : 10:25 AM

ORDER NO. :

990345

CUSTOMER NO:

4358243

800001879578

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:

\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

## 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. terguson Acquisition Corporation
1. Terguson Aduisition Corporation  (Name of-corporation: must include the word "INCORPORATION", "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. Exas (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")
(Date irst translated business in Florida. ISaa sections 607.1501, 607.1502, and 817.155, F.S.)  Clo Howling Capital Group, Inc.
Key Biscayne, FC 33149 (Current mailing address)
Administrative of fice (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. (ralan  Clo Holding Capital Group, Inc.  Office Address: 104 Crander Blod. #419
Key Biscayne, Florida, 1914
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.

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.

with and accept the obligations of my position as registered agent.

(Registered agent's signature)

Ä. DIRECTORS Chairman: ची । ८५ Address: 33149 Vice Chairman: Address: Director: Address: Director: Wingren 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 Vice Chairman, or any officer listed in number 12 of the application.) (Typed or printed name and capacity of person signing application)

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



# 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:

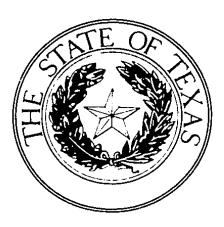
IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and that the corporation is still in existence.

FILED

6 JUN 24 PH 12: 44

CREDARY OF STAIL

LAHASSEE, FI ORIGE



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, 1996.

Antonio O. Garza, Jr.
Secretary of State

**BAM**