

F96000004106

LAW OFFICE OF
O'CONNOR, MURPHY, RYAN & SEITZ

JOHN E. MURPHY
1947-1997

GEORGE L. RYAN
HOWARD G. SEITZ
GREGORY J. RAPHAEL

30 PARK AVENUE
15TH FLOOR - SUITE 1507
NEW YORK, NEW YORK 10017
TELEPHONE (212) 687-0950
TELECOMEN (212) 687-0953

OF COUNSEL

PLUNKETT & JAFFE, P. C.

W96-15392

July 17, 1996

Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

400001901724
-07/23/96--01072--001
*****70.00 *****70.00

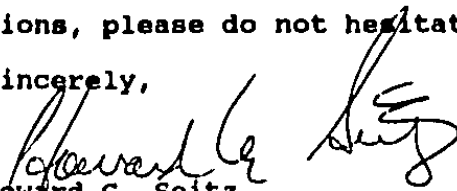
Re: Qualification to do Business in Florida

Dear Sirs:

I enclose an application by DaCapo Company, Ltd. to transact business in Florida together with our check for \$70.

If you have any questions, please do not hesitate to call.

Sincerely,


Howard G. Seitz

HGS/lt

Enclosure

8/12
FILED
96 AUG 12 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1996

O'CONNOR, MURPHY, RYAN & SEITZ
15TH FLOOR, SUITE 1567
230 PARK AVE.
NEW YORK, NY 10017

SUBJECT: DACAPO COMPANY, LTD.
Ref. Number: W96000015392

We have received your document for DACAPO COMPANY, LTD. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 496A00035464

**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. DaCapo Company, Ltd.
(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. New York 3. 22-2607017
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 28, 1985 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 817.265, F.S.))
7. c/o O'Connor, Murphy, Ryan & Seitz
230 Park Avenue, Suite 1567
New York, New York 10017
(Current mailing address)
8. To engage in any lawful act
(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: Howard G. Seitz, Esq.
11392 Turtle Beach Road
Office Address: Lost Tree Village
No. Palm Beach
Florida, 33408
(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: Howard G. Seitz
(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.

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

A. DIRECTORS

Chairman: Francis H. Cabot
Address: P.O. Box 222 - 81 Main St.
Cold Spring, New York 10516

Vice Chairman: _____
Address: _____

Director: Howard G. Seitz
Address: O'Connor, Murphy, Ryan & Seitz
230 Park Avenue, Suite 1567
New York, New York 10017

Director: F. Colin Cabot
Address: 2809 N. Prospect Street
Milwaukee, WI 53211

B. OFFICERS

President: Francis H. Cabot
Address: P.O. Box 222 - 81 Main St.
Cold Spring, New York 10516

Vice President: Howard G. Seitz
Address: O'Connor, Murphy, Ryan & Seitz
230 Park Avenue, Suite 1567
New York, New York 10017

Secretary: Howard G. Seitz
Address: O'Connor, Murphy Ryan & Seitz
230 Park Avenue, Suite 1567
New York, New York 10017

Treasurer: Margaret Gordon
Address: c/o Francis H. Cabot
P.O. Box 222 - 81 Main St.
Cold Spring, New York 10516

FILED
95 AUG 12 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. Howard G. Seitz Vice President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Howard G. Seitz Vice President
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

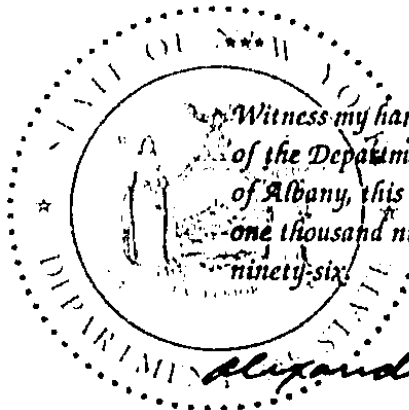
I hereby certify, that the certificate of incorporation of DA CAPO COMPANY, LTD. was filed on 02/28/1985, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify that I find the following:

A Certificate of Merger was filed on 05/31/1985.

A Certificate of Amendment was filed on 11/12/1992.

The Statement of Addresses and Directors is past due.

I further certify, that no other certificates have been filed by such corporation.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of August
one thousand nine hundred and
ninety-six

Alexander F. Trenchard

Secretary of State

199608050315 59

FILED
96 AUG 12 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA