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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
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NAME: PREFERRED TECHNOLOGY, INC. D/B/A PREFERRED C
AUDIT NUMBER.....H97000019526
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authorization to ~~add~~
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name. mtu

**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. Preferred Technology, Inc.
(Name of corporation: 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 1, 1982
(Date of Incorporation)
 4. Indefinite
(Duration)
 5. 94-2804669
(Federal Employer Identification number, if applicable)
 6. October 1, 1997
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
 7. 601 Brickell Key Drive, Suite 703
Miami, FL 33131
(Current mailing address)
 8. International investment banking consultants
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and/or directors:
- A. Directors:
- Chairman: Michael Engmann
- Address: 220 Montgomery Street, Suite 777
San Francisco, CA 94104

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Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

B. Officers:

President: Michael Encmann

Address: 220 Montgomery Street, Suite 777
San Francisco, CA 94104

Vice President: Glenn McCrae

Address: 220 Montgomery Street, Suite 777
San Francisco, CA 94104

Secretary: Douglas Encmann

Address: 220 Montgomery Street, Suite 777
San Francisco, CA 94104

Treasurer: Douglas Encmann

Address: 220 Montgomery Street, Suite 777
San Francisco, CA 94104

(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: Thomas J. Hess

Office Address: 601 Brickell Key Drive, Suite 805
Miami, FL 33131

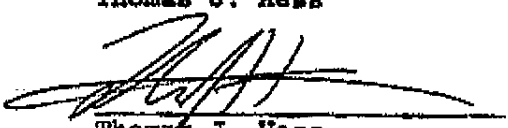
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11. Registered agent's acceptance:

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.

Thomas J. Hess

Registered agent's signature:


Thomas J. Hess

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. Glenn McCrae
(Signature of Chairman, Vice Chairman, or any officer listed in no. 9 of the application)

14. Glenn McCrae, Senior Managing Director
(Name and capacity of person signing application)

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CERTIFICATE OF MEMBER'S CORPORATE RESOLUTIONS

I, Michael W. Engmann, President of Preferred Technology, Inc., a corporation organized existing under the laws of California, DO HEREBY CERTIFY that a meeting of the Board of Directors of said Corporation duly held on September 8, 1997, at which a quorum was present and acting throughout, the following resolution was duly adopted:


"RESOLVED, that Preferred Technology shall empower its officers to establish a new division, Preferred Capital Markets, and shall affect all steps necessary for such division; including, without limitation, executing any and all documents which may be required in order to transact business in the state of Florida. Preferred Capital Markets shall exist for the purpose of negotiating and entering into investment banking business opportunities."

ADJOURNMENT


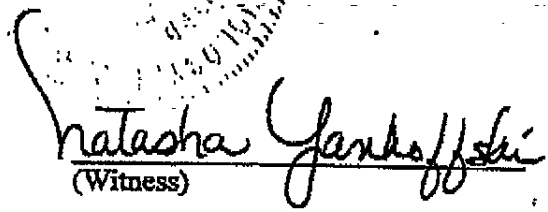
There being no further business to discuss, the meeting was, on motion duly made, seconded and unanimously approved, declared adjourned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Seal of the Corporation this 8th day of September, 1997.

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Michael W. Engmann, President

(Witness)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 7th day of April, 19 83

PREFERRED TECHNOLOGY, INC.

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, the 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.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

October 22, 1997



Bill Jones

Secretary of State

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