

Document Number Only

F 980000006709

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400002707484-4

-12/09/98-01073-025

*****70.00 *****70.00

CORPORATION(S) NAME

W98-27561

Focus Financial Corp.

dlbla

Illinois Focus Financial Corp.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 DEC -9 AM 11:46

FILED

LR

12/10

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other ucc-1 / ucc-3

Reinstatement

Reservation

Change of R.A.

Limited Liability Partnership

Fictitious Name

Certified Copy

Photo Copies

CUS

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Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

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THANKS

CONNIE

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1998

CT CORPORATION SYSTEM
ATTN: CONNIE

SUBJECT: ILLINOIS FOCUS FINANCIAL CORP.
Ref. Number: W98000027561

We have received your document for ILLINOIS FOCUS FINANCIAL CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 198A00058196

Walk-In
Pick-up
12/10/98

* Please backdate filing to
December 9th

Thank You

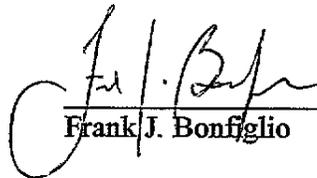
ILLINOIS FOCUS FINANCIAL CORP.
98 DEC 10 AM 11:01
10/10/98

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Frank J. Bonfiglio, do hereby certify that this Resolution of the Board of Directors of Focus Financial Corp., a corporation duly organized and existing under the laws of the State of Illinois, was duly adopted on November 20, 1998.

Resolved, that Focus Financial Corp. organized and existing in the state of Illinois, hereby adopts the name **Illinois Focus Financial Corp.** for use in Florida.

Dated: November 20, 1998


Frank J. Bonfiglio

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 DEC -9 AM 11:46

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. FOCUS FINANCIAL CORP.

(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. Illinois 3. 36-4188184
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 3, 1997 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 817.155, F.S.)

7. 121 Fairfield Way, Suite 224, Bloomingdale, IL 60108

(Current mailing address)

8. Commercial Equipment Leasing
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C.T. CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

James M. Halpin
(Registered agent's signature)

James M. Halpin, Asst. Secy.

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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Frank J. Bonfiglio

Address: 5N716 Courcival, Wayne, IL 60184-0021

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Frank J. Bonfiglio

Address: 5N716 Courcival Lane

Wayne, IL 60184-0021

Vice President: _____

Address: _____

Secretary: Frank J. Bonfiglio

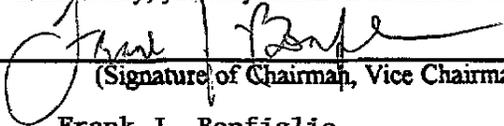
Address: 5N716 Courcival Lane

Wayne, IL 60184-0021

Treasurer: _____

Address: _____

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

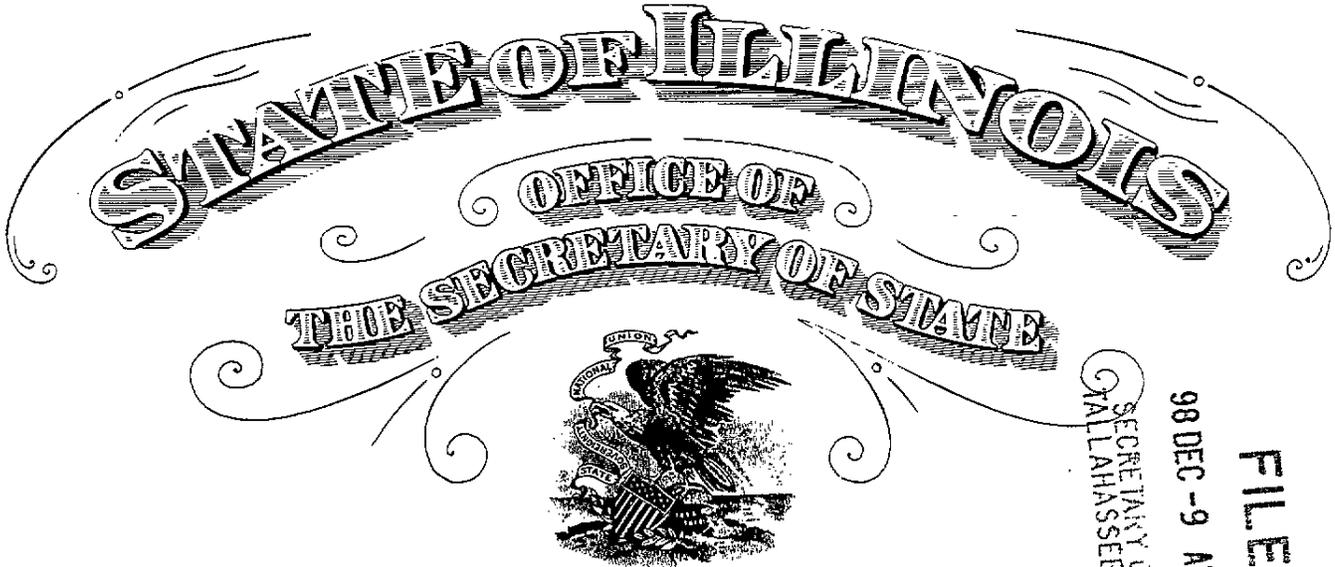
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank J. Bonfiglio

(Typed or printed name and capacity of person signing application)

FILED
98 DEC -9 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

File Number 5960-892-4



98 DEC -9 AM 11:46
SECRETARY OF STATE
GALLAHUSSEE BUILDING
FILED

To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that FOCUS FINANCIAL CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE OCTOBER 3, 1997, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this 8TH day of DECEMBER A.D., 19 98.



George H Ryan
SECRETARY OF STATE