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C T Corporation System
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301
 City State Zip Phone

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CORPORATION(S) NAME

The Myerson Companies, Inc.

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- NonProfit
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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. The Myerson Companies, Inc.
(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. Delaware (State or country under the law of which it is incorporated) 3. 52-2110847 (FEI number, if applicable)

4. July 1, 1998 (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 817.156, F.S.))

7. c/o UniCapital Corp., Law Dept., 10800 Biscayne Blvd., Miami, Florida
33161
(Current mailing address)

8. 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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 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.

C T Corporation System

Barbara A Burke

(Registered agent's signature) (Officer)
BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Teri M. Trimmer, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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THE MYERSON COMPANIES, INC.
(a Delaware corporation)

OFFICERS & DIRECTORS

**THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS IS
10800 Biscayne Blvd., Suite 300, Miami, FL 33161:**

ROBERT J. NEW
CHAIRMAN OF THE BOARD AND SOLE DIRECTOR
11414 N. Bayshore Drive, North Miami, FL 33181

JONATHAN NEW
VICE PRESIDENT AND TREASURER
2335 Magnolia Drive, N. Miami, FL 33181

MARTIN KALB
SECRETARY
1600 Nocatee Drive, Miami, FL 33133

DAN CHAIT
VICE PRESIDENT
1207 Manor Drive South, Weston, FL 33326

RICHARD GILES
VICE PRESIDENT
383 Long Hill Drive, Short Hills, NJ 07078

C. DERYL COUCH
ASSISTANT SECRETARY
540 Pebble Creek Terrace, Plantation, FL 33324

TERI M. TRIMMER
ASSISTANT SECRETARY
1529 N.E. 16th Avenue, Ft. Lauderdale, FL 33304

**THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS IS
6825 East Tennessee Avenue, Suite 500, Denver, CO 80224**

DONALD MYERSON
PRESIDENT
11079 Random Valley Circle, Parker, CO 80134

VIRGINIA MILKE
VICE PRESIDENT
480 South Marion Parkway, #406, Denver, CO 80209

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE MYERSON COMPANIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

9619108

AUTHENTICATION:

03-10-99

DATE: