



THE UNITED STATES CORPORATION COMPANY

F000000000035

FILED SUBMIT

Please give original submission date as file date.

ACCOUNT NO. : 072100000032

REFERENCE : 533885 4303030

AUTHORIZATION

Patricia Puyat

COST LIMIT : \$ 70

ORDER DATE : December 29, 1999

ORDER TIME : 8:37 AM

ORDER NO. : 533885-005

CUSTOMER NO: 4303030

700003085567-0

CUSTOMER: Mr. Jimmy Spencer
Loeb And Loeb LLP
1000 Wilshire Blvd.
Suite 1800
Los Angeles, CA 90017

6

FOREIGN FILINGS

NAME: CSI CAPITAL MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 JAN -3 AM 10:14
00 JAN -3 AM 9:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN -4 AM 8:50

BK 1/4/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2000

CARRIE VAUGHT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: CSI CAPITAL MANAGEMENT, INC.
Ref. Number: W0000000096

RESUBMIT
Please give original
document for more on file data.

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 AM 10:44

We have received your document for CSI CAPITAL MANAGEMENT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please list the name and Florida street address of the Registered Agent in Item 9, and please have the R.A. sign the acceptance statement in Item 10.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 800A00000121

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CSI Capital Management, Inc.
(Name of corporation - must include suffix)

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 JAN -3 AM 10:44

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ken Todoki
(Name of Person)

CSI Capital Management, Inc.
(Firm/Company)

445 Bush Street, 4th Floor
(Address)

San Francisco, CA 94108
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Ken Todoki at (415) 421-0535
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RECEIVED BY THE SECRETARY OF STATE
00 JAN -3 AM 10:44
DEPARTMENT OF STATE
CORPORATIONS

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. CSI Capital Management, 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. California 3. 94-253207B
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/31/78 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 445 Bush Street, Fifth Floor
San Francisco, CA 94108
(Current mailing address)

8. Financial Services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Karla E. Depp
(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: (Street address ONLY - P.O. Box NOT acceptable)
FD19 - 9/2/99 C T System Online

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

Chairman: Leland H. Faust

Address: 445 Bush Street, Fifth Floor
San Francisco, CA 94108

Vice Chairman: Susan W. Faust

Address: 49 Heather Avenue
San Francisco, CA 94118

Director: _____

Address: _____

Director: _____

Address: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 AM 10:44

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

President: Leland H. Faust

Address: 445 Bush Street, Fifth Floor
San Francisco, CA 94108

Vice President: Charles A. Banks

Address: 445 Bush Street, Fifth Floor
San Francisco, CA 94108

Secretary: Leland H. Faust

Address: Same as above

Treasurer: _____

Address: _____

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

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

14. Leland H. Faust, President & Chairman
(Typed or printed name and capacity of person signing application)

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

1444 STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN - 3 AM 10:14

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

That on the 31st day of October, 19 78,

CSI CAPITAL MANAGEMENT, 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

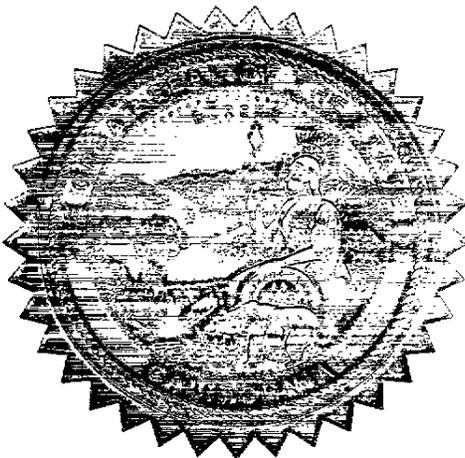
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

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

December 30, 1999



Bill Jones

Secretary of State