

F000000002197

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: e-primefinancial (USA), Inc.  
(Name of corporation - must include suffix)

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:

Kara L. Bue, Esq  
(Name of Person)  
Thacher Proffitt & Wood  
(Firm/Company)  
1700 Pennsylvania Avenue, Suite 800  
(Address) 000003191980--6  
Washington, DC 20006  
(City/State/Zip) -03/31/00--01074--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

W-9306

Kara L. Bue, Esq at (202) 626-5533  
(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 32399

4/20  
FILED  
00 APR 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee &    ☐ \$78.75 Filing Fee &    ☒ \$87.50 Filing Fee,

THACHER PROFFITT & WOOD

1700 Pennsylvania Avenue, N.W.  
Washington, DC 20006  
(202) 347-8400

Facsimile: (202) 347-6238/5862  
www.thacherproffitt.com

March 30, 2000

FILED  
00 APR 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VIA FEDERAL EXPRESS

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

e-primefinancial (USA), Inc.

Ladies and Gentlemen:

On behalf of e-primefinancial (USA), Inc., a newly-formed Delaware corporation, enclosed for filing with the Division of Corporations is an "Application By Foreign Corporation For Authorization To Transact Business in Florida," together with the required filing fee and certification of existence.

Please confirm your receipt of the enclosed materials by date-stamping the enclosed acknowledgment copy of this letter and returning it to me using the postage-paid enveloped provided herewith. Should you have any questions regarding the enclosed, please do not hesitate to contact me at (202) 347-8400.

Very truly yours,



Kara L. Bue

Enclosures

cc: Nigel J. Duxbury, e-primefinancial (USA), Inc. (w/ encls.)  
V. Gerard Comizio, Esq. (w/ encls.)



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 7, 2000

KARA L. BUE, ESQ.  
THACHER PROFFITT & WOOD  
1700 PENNSYLVANIA AVENUE, SUITE 800  
WASHINGTON, DC 20006

SUBJECT: E-PRIMEFINANCIAL (USA), INC.  
Ref. Number: W00000009306

00 APR 20 PM 1:38  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for E-PRIMEFINANCIAL (USA), INC. and your check(s) totaling \$87.50. 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/uniform business 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: 300A00019094

THACHER PROFFITT & WOOD

1700 Pennsylvania Avenue, N.W.  
Washington, DC 20006  
(202) 347-8400

Facsimile: (202) 347-6238/5862  
www.thacherproffitt.com

ACKNOWLEDGEMENT  
Copy

April 11, 2000

FILED  
00 APR 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VIA FEDERAL EXPRESS

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

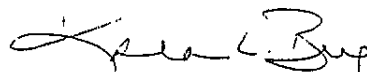
e-primefinancial (USA), Inc.

Ladies and Gentlemen:

In response to your letter, dated April 7, 2000, enclosed on behalf of e-primefinancial (USA), Inc. is the Application By Foreign Corporation For Authorization To Transact Business in Florida which has been completed in accordance with your instructions.

Please confirm your receipt of the enclosed materials by date-stamping the enclosed acknowledgment copy of this letter and returning it to me using the postage-paid enveloped provided herewith. Should you have any questions regarding the enclosed, please do not hesitate to contact me at (202) 347-8400.

Very truly yours,



Kara L. Bue

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 13, 2000

KARA L. BUE, ESQ.  
THACHER PROFFITT & WOOD  
1700 PENNSYLVANIA AVENUE, SUITE 800  
WASHINGTON, DC 20006

SUBJECT: E-PRIMEFINANCIAL (USA), INC.  
Ref. Number: W00000009306

FILED  
00 APR 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for E-PRIMEFINANCIAL (USA), INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We apologize for failing to note in our previous letter that you have listed the entity as its own registered agent.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered 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: 900A00020314

---

THACHER PROFFITT & WOOD

1700 Pennsylvania Avenue, N.W.  
Washington, DC 20006  
(202) 347-8400

Facsimile: (202) 347-6238/5862  
www.thacherproffitt.com

ACKNOWLEDGEMENT  
Copy

April 18, 2000

VIA FEDERAL EXPRESS

Mr. Lee Rivers  
Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

FILED  
00 APR 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

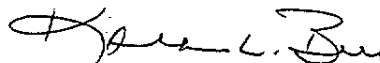
e-primefinancial (USA), Inc.

Dear Mr. Rivers:

In response to your letter, dated April 13, 2000, enclosed on behalf of e-primefinancial (USA), Inc. is the Application By Foreign Corporation For Authorization To Transact Business in Florida which has been completed in accordance with your instructions.

Please confirm your receipt of the enclosed materials by date-stamping the enclosed acknowledgment copy of this letter and returning it to me using the postage-paid enveloped provided herewith. Should you have any questions regarding the enclosed, please do not hesitate to contact me at (202) 347-8400. Thank you for your help in this matter.

Very truly yours,



Kara L. Bue

Enclosures

Certificate of Status

Certified Copy

Certificate of Status &  
Certified Copy

**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.*

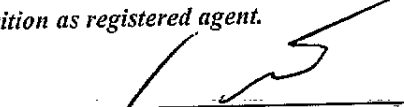
1. e-primefinancial (USA), Inc. (the "Corporation")  
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. Applied for  
(FEI number, if applicable)
4. February 18, 2000  
(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 817.155, F.S.)
7. 7536 Edisto Drive  
Lake Worth, Florida 33467-7734  
(Current mailing address)
8. To establish a depository institution (the "Bank").  
(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: <u>Gene A. Grant, II</u>	
Office Address: <u>2001 Palm Lakes Blvd., Suite 100-102</u>	
<u>West Palm Beach</u>	<u>Florida, 33401</u>
	(Zip Code)

FILED  
00 APR 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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.*

  
(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).

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

Director: F. Stephen Hemholz

Address: 21 New Fetter Lane  
London, England EC4A 1AJ

Director: Gene A. Grant, II

Address: 21 New Fetter Lane  
London, England EC4A 1AJ

Director: Nigel J. Duxbury

Address: 21 New Fetter Lane  
London, England EC4A 1AJ

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

President: Gene A. Grant II

Address: 21 New Fetter Lane  
London, England EC4A 1AJ

Secretary and Treasurer: Nigel J. Duxbury


Address: 21 New Fetter Lane  
London, England EC4A 1AJ

Operations Officer: F. Stephen Hemholz

Address: 21 New Fetter Lane  
London, England EC4A 1AJ

FILED  
00 APR 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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. Nigel J. Duxbury, Secretary and Treasurer  
(Typed or printed name and capacity of person signing application)



State of Delaware  
Office of the Secretary of State

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E-PRIMEFINANCIAL (USA), 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 NINTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
00 APR 20 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



  
Edward J. Freel, Secretary of State

3179527 8300

001119043

AUTHENTICATION: 0304321

DATE: 03-09-00