

FW0000004337



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 780053 4312177
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG - 1 PM 1:19

ORDER DATE : July 28, 2000

ORDER TIME : 10:29 AM

ORDER NO. : 780053-005

000003342070--4

CUSTOMER NO: 4312177

CUSTOMER: Laurie J. Borgerging, Esq
Kavanagh Maloney & Osnato LLP
18th Floor
415 Madison Avenue
New York, NY 10017-1136

FOREIGN FILINGS

NAME: FORESIGHT EFG INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

B
ms/11/00

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RECEIVED
00 AUG - 1 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FALL ARMS CH. 11199A

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.

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1. Foresight EFG 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. 52-2255637
(FEI number, if applicable)
4. April 12, 2000
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A - corporation has not yet commenced business in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 8439 Milano Drive, Suite 1614, Orlando, FL 32810
(Current mailing address)

8. Engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
(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.

Corporation Service Company

By: [Signature]

(Registered agent's signature)

BRIAN COURTNEY, ASST. V.P.

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)

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

Chairman: See attached directors/officers rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached directors/officers rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Nancy R. Couch

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

14. Nancy Couch, Vice President

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

Rider to Application
of
Foresight EFG Inc.

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A. Directors (3)

1. Richard Eklof
Rook Cottage
82 Rook Lane
Chaldon, Surrey CR3 5BF
England
2. Kevin Finn
9 Park Crescent
Forest Row
East Sussex RH18 5ED
England
3. Julian Griffiths
8 Norbury Road
Reigate, Surrey RH2 9BY
England

B. Officers (4)

1. Richard Eklof
Rook Cottage
82 Rook Lane
Chaldon, Surrey CR3 5BF
England

Title: President
2. Kevin Finn
9 Park Crescent
Forest Row
East Sussex RH18 5ED
England

Titles: Vice President and Assistant Treasurer
3. Julian Griffiths
8 Norbury Road
Reigate, Surrey RH2 9BY
England

Titles: Vice President and Assistant Secretary
4. Nancy Couch
8439 Milano Drive
Orlando, Florida 32810

Titles: Vice President, Treasurer and Secretary

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FORESIGHT EFG 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 THIRTY-FIRST DAY OF JULY, A.D. 2000.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0591319

DATE: 07-31-00