

Document Number

FO0000006300

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

CORPORATION(S) NAME

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Bridges, Rich & Wheeler, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Mail Out | | |

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA
NOV 13 2000

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. Bridges, Rich & Wheeler, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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. New York 3. 13-3096173
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 30, 1980 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. 411 West Putnam Avenue, Suite 360
Greenwich, Connecticut 06830
(Current mailing address)
8. All lawful purposes
(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: CT Corporation System
- Office Address: 1200 South Pine Island Road
- Plantation, Florida, 33324
(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.

CT Corporation System

Connie Bryan
(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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: Robert E. Bridges

Address: 411 West Putnam Avenue, Suite 360
Greenwich, Connecticut 06830

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Robert E. Bridges

Address: 411 West Putnam Avenue, Suite 360
Greenwich, Connecticut 06830

Vice President: Daniel C. Solaz

Address: 411 West Putnam Avenue, Suite 360
Greenwich, Connecticut 06830

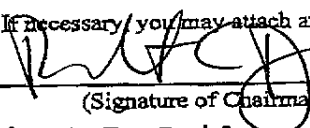
Secretary: Frank J Clemens, Jr.

Address: 411 West Putnam Avenue, Suite 360
Greenwich, Connecticut 06830

Treasurer: Daniel C. Solaz

Address: 411 West Putnam Avenue, Suite 360
Greenwich, Connecticut 06830

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. Robert E. Bridges, Chairman and President
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of BRIDGES, RICH & WHEELER, INC. was filed on 10/30/1980, under the name of BRITECH GROUP INTERNATIONAL, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment BRITECH GROUP INTERNATIONAL, INC., changing its name to BRIDGES, RICH & WHEELER, INC., was filed 02/10/1982.

A Certificate of Amendment BRIDGES, RICH & WHEELER, INC., changing name to BRW HOLDINGS, INC., was filed 07/28/1992.

A Certificate of Amendment BRW HOLDINGS, INC., changing its name to BRIDGES, RICH & WHEELER, INC., was filed 05/19/1993.

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TALLAHASSEE, FLORIDA



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of November
two thousand.*

Special Deputy Secretary of State