

CT CORPORATION SYSTEM

FOUWOOD 7092

CORPORATION(S) NAME

The Geneva Companies, Inc. An Affiliate of Salomon Smith Barney

FILED
DEC 18 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<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 of RA
	<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 type="checkbox"/> Mail Out		

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

12/18/00

6

Order#: 3474722

Ref#: _____

Amount: \$ _____

700003503647--7
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 *****70.00 *****70.00

RECEIVED
 2000 DEC 18 11:20
 12/18/00

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

93



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: THE GENEVA COMPANIES, INC.
Ref. Number: W00000029617

WALK-IN
DEC 18 PM 3:30
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TALLAHASSEE, FLORIDA

We have received your document for THE GENEVA COMPANIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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.

AKH
Buck Kohr
Corporate Specialist

Letter Number: 900A00063509

Please Buck Date

Please Notice THAT THE Full Name is available

Thank you!

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DEC 21 AM 11:22
TALLAHASSEE, FLORIDA

**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 Geneva Companies Inc., an Affiliate of Salomon Smith Barney
(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 3. 52-2268455
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 03, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
Suite 3200, Seven World Trade Center
7. New York, NY 10048
(Principal office address)

(Current mailing address)

The Geneva Companies Inc. will provide financial advice and structuring related to the sale of small businesses

8. _____
(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, FL 33324

(City)

, 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

By: _____

Charles W. Meyer

(Registered agent's signature)

**CHARLES W. MEYER
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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

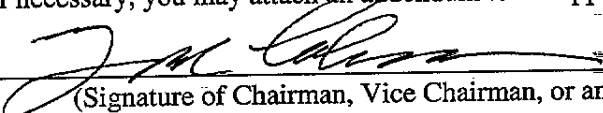
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Joseph R. Coleman, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

List of Officers

Name: David Troob Title: Chief Executive Officer
Bus. Addr.: c/o The Geneva Companies Inc. 5 Park Plaza, Irvine, CA 92614

Name: Robert Kuhn Title: President
Bus. Addr.: c/o The Geneva Companies Inc. 5 Park Plaza, Irvine, CA 92614

Name: Elliot Reiff Title: Chief Financial Officer
Bus. Addr.: c/o The Geneva Companies Inc. 5 Park Plaza, Irvine, CA 92614

Name: K. Bridget Johnson Title: Secretary
Bus. Addr.: c/o Salomon Smith Barney Seven World Trade Center, New York, NY 10048

Name: Joseph R. Coleman Title: Assistant Secretary
Bus. Addr.: c/o Salomon Smith Barney Seven World Trade Center, New York, NY 10048

List of Directors

Name: David Troob Term:
Bus. Addr.: c/o The Geneva Companies Inc. 5 Park Plaza, Irvine, CA 92614

Name: Robert Kuhn Term:
Bus. Addr.: c/o The Geneva Companies Inc. 5 Park Plaza, Irvine, CA 92614

Name: A. Richard Janiak Term:
Bus. Addr.: c/o Salomon Smith Barney 388 Greenwich St., New York, NY 10013

Name: Thomas Burns Term:
Bus. Addr.: c/o Salomon Smith Barney 388 Greenwich St., New York, NY 10013

Name: Jay Mandelbaum Term:
Bus. Addr.: c/o Salomon Smith Barney 388 Greenwich St., New York, NY 10013

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CLERK OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

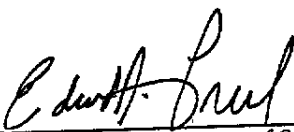
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE GENEVA COMPANIES INC., AN AFFILIATE OF SALOMON SMITH BARNEY" 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 EIGHTEENTH DAY OF DECEMBER, A.D. 2000.

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

FILED
00 DEC 18 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

AUTHENTICATION: 0861295

DATE: 12-18-00

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