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REFERENCE : 127596 4311639

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 78.75

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01 APR 25 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CUSTOMER NO: 4311639

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CUSTOMER: Rosa Wong, Legal Asst
Akerman Senterfitt & Eidson
One Southeast Third Avenue
28th Floor
Miami, FL 33131-1714

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FOREIGN FILINGS

NAME: FROST CAPITAL GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
01 APR 25 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

bn
4/25

**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. FROST CAPITAL GROUP, 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. APPLIED FOR

(FEI number, if applicable)

4. MARCH 22, 2001

(Date of incorporation)

5. PERPETUAL

(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.)

7. 327 PLAZA REAL, SUITE 319, BOCA RATON, FLORIDA 33432

(Principal office address)

327 PLAZA REAL, SUITE 319, BOCA RATON, FLORIDA 33432

(Current mailing address)

8. ANY LAWFUL BUSINESS

(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: RICHARD B. FROST

Office Address: 327 PLAZA REAL, SUITE 319

BOCA RATON

(City)

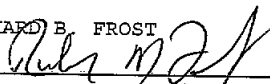
, Florida 33432

(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.

RICHARD B. FROST



(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: RICHARD B. FROST

Address: 327 PLAZA REAL, SUITE 319

BOCA RATON, FLORIDA 33432

Vice Chairman: _____

Address: _____

Director: RICHARD B. FROST

Address: 327 PLAZA REAL, SUITE 319

BOCA RATON, FLORIDA 33432

Director: RICHARD C. PFENNIGER, JR.

Address: 4400 BISCAYNE BOULEVARD, 6TH FLOOR

MIAMI, FLORIDA 33137

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B. OFFICERS

President: RICHARD B. FROST

Address: 327 PLAZA REAL, SUITE 319

BOCA RATON, FLORIDA 33432

Vice President: _____

Address: _____

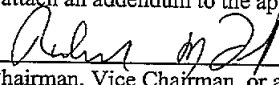
Secretary: DIANNA GROUT

Address: 1416 S.W. 47TH AVENUE, DEERFIELD BEACH, FLORIDA 33442

Treasurer: DIANNA GROUT

Address: 1416 S.W. 47TH AVENUE, DEERFIELD BEACH, FLORIDA 33442

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. RICHARD B. FROST, CHAIRMAN
(Typed or printed name and capacity of person signing application)

12. Additional Listing of Directors:

Director: Spencer J. Angel

Address: 80 S.W. 8th Street, Suite 2350, Miami, Florida 33130

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FROST CAPITAL GROUP, 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 TWENTY-FOURTH DAY OF APRIL, A.D. 2001.

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

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SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3363770 8300

AUTHENTICATION: 1096618

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DATE: 04-24-01