

DEC. 16. 2003

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Florida Department of State
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Division of Corporations
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Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

BROWARD FINANCIAL GP, INC.

Certificate of Status	0
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JB
12-17-03

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. Broward Financial GR, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

n/a
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-0345995
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. October 28, 2003 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.)

7. c/o Investcorp (Shannin Van Wayenberge) 280 Park Avenue, 36 Fl New York, NY 10017
(Principal office address)

c/o Investcorp (Shannin Van Wayenberge) 280 Park Avenue, 36 Fl New York, NY 10017
(Current mailing address)

8. All activities necessary, incidental or convenient to ownership of real property
(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 Navy Street

Tallahassee, Florida 32301
(City) (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

(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 business addresses of officers and/or directors:

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CORPORATION SVC CO

NO. 216 P. 3
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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Edward G. Lord III

Address: c/o Investcorp 280 Park Avenue, 36th Floor

New York, NY 10017

Director: F. Jonathan Dracos

Address: c/o Investcorp 280 Park Avenue, 36th Floor

New York, NY 10017

B. OFFICERS

President: Edward G. Lord III

Address: c/o Investcorp 280 Park Avenue, 36th Floor

New York, NY 10017

Vice President: F. Jonathan Dracos

Address: c/o Investcorp 280 Park Avenue, 36th Floor

New York, NY 10017

Secretary: John R. Fraser

Address: c/o Investcorp 280 Park Avenue, 36th Floor New York, NY 10017

Treasurer: F. Jonathan Dracos

Address: c/o Investcorp 280 Park Avenue, 36th Floor New York, NY 10017

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

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. F. Jonathan Dracos, Director/Vice President/Treasurer

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

APPROVED
AND
FILED
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CORPORATION SVC CO.---

NO. 216 P. 4

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Delaware

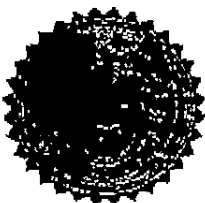
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROWARD FINANCIAL GP, 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 SIXTEENTH DAY OF DECEMBER, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROWARD FINANCIAL GP, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3721017 8300

030809672

AUTHENTICATION: 2816199

DATE: 12-16-03

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