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December 29, 1994

Florida Secretary of State
Corporate Section
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
JAN 3 1995
SECRETARY OF STATE

Re: Focus Financial Corp. (the "Corporation")

Ladies and Gentlemen:

Enclosed for filing with your office is the following:

1. An original and one copy of the Corporation's Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Certificate of Existence from the North Carolina Secretary of State; and
3. A check for \$70 to cover filing fees due.

Once this is filed, please return it to my attention in the enclosed envelope. If you should have any questions, please do not hesitate to call me at (704) 331-1116. Thank you for your help.

Sincerely,

MOORE & VAN ALLEN, PLLC

Beth Love

Elizabeth M. Love
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN -3 PM 12: 26

LR 1/3/95

**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:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 12 1989

1. FOCUS FINANCIAL CORP.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. NORTH CAROLINA
(State or country under the law of which it is incorporated)
3. 2-9-89 (Date of Incorporation) 4. PERPETUAL (Duration)
5. 56-1651054
(Federal Employer Identification number, if applicable)
6. UPON QUALIFICATION
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 9341 COLLINS AVENUE, UNIT 804, SURFSIDE, FLORIDA 33154
(Current mailing address)
8. INVESTMENT ADVISORY SERVICES
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SEE ATTACHED RIDER
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. Officers:

President: SEE ATTACHED RIDER

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: DAVID I. PORTNOY

Office Address: 9341 COLLINS AVENUE, UNIT 804

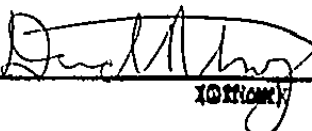
SURFSIDE, Florida 33154

Zip Code

11. Registered agent's acceptance:

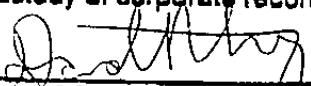
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:



(Type name and title of officer)

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. David Portnoy, Chairman President
(Name and capacity of person signing application)

RIDER TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

9. Names and addresses of officers and directors:

David I. Portnoy, President, Treasurer and Director
9341 Collins Avenue
Unit 804
Surfside, Florida 33154

Gilbert Portnoy, Secretary
9341 Collins Avenue
Unit 804
Surfside, Florida 33154

Mark L. Portnoy, Director
9341 Collins Avenue
Unit 804
Surfside, Florida 33154

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN -3 PM 12:26

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

I, **RUFUS L. EDMISTEN**, *Secretary of State of the State of North Carolina*, do hereby certify that

FOCUS FINANCIAL CORP.

a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 9th day of February, 1989, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been submitted to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 1st day of November, 1994.



Rufus L. Edmisten

Secretary of State

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN -3 PM 1994