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*Law Office*

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January 31, 1995

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Florida Department of State  
Qualification and Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Qualification of InterUnion Financial Corporation

Dear Sirs:

Pursuant to Florida Statute §607.1503 I have enclosed an Application By Foreign Corporation For Authorization To Transact Business in Florida, containing original signatures.

I have also enclosed a check in the amount of \$70.00 to cover the following costs:

Filing Fee .....	\$ 35.00
Registered Agent Designation .....	35.00
	<u>\$ 70.00</u>

Please return the letter of acknowledgement to me at the address on this letterhead.

Thank you for your assistance in this matter.

Very truly yours,

*Ledyard H. DeWees*

Ledyard H. DeWees

encl.

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DIVISION OF CORPORATIONS  
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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. Name of Corporation: INTERUNION FINANCIAL CORPORATION.
2. State of Incorporation: Delaware.
3. Date of Incorporation: February 15, 1994.
4. Duration of Corporation: Perpetual.
5. Federal Employer Identification Number: 87-0520294
6. Date First Transacted Business in Florida: None to the date of this application.
7. Street Address of Principal Office:  
  
InterUnion Financial Corporation  
250 Royal Palm Way  
Palm Beach, FL 33480
8. Corporate Purpose and Nature of Business in Which it is to be Engaged in Florida: The Corporation may engage in any activity or business permitted under the laws of the State of Florida.
9. Names and Business Addresses of Directors and Officers:

A. Directors

Chairman: Georges Benarroch  
130 Adelaide Street West  
Suite 3303  
Toronto, Ontario M5H 3P5  
Canada

Director: John Illidge  
130 Adelaide Street West  
Suite 3303  
Toronto, Ontario M5H 3P5

Director: Michel Woodtli  
10 Rue Pierre-Fatio  
Geneva, Switzerland  
CH-1204

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9. Continued

Director: Karen Lynn Bolens  
10 Rue Pierre-Fatio  
Geneva, Switzerland  
CH-1204

Director: Jacques Meyer de Stadelhofen  
10 Rue Pierre-Fatio  
Geneva, Switzerland  
CH-1204

B. Officers

President: Georges Benarroch  
130 Adelaide Street West  
Suite 3303  
Toronto, Ontario M5H 3P5  
Canada

Vice President: John Illidge  
130 Adelaide Street West  
Suite 3303  
Toronto, Ontario M5H 3P5  
Canada

Secretary: T. Jack Gary, III  
250 Royal Palm Way  
Palm Beach, FL 33480


Treasurer: John Illidge  
130 Adelaide Street West  
Suite 3303  
Toronto, Ontario M5H 3P5  
Canada

10. Name and Office Address of Registered Agent:

T. Jack Gary, III  
250 Royal Palm Way  
Palm Beach, FL 33480


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.

  
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T. Jack Gary, III

12. Attached hereto is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this Application to the Department of State, by the Secretary of State, of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Application this 31st day of January, 1995.



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T. Jack Gary, III  
Secretary of InterUnion Financial  
Corporation

State of Delaware  
Office of the Secretary of State

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Office of the Secretary of State at Dover, Delaware, this 1st day of February, 1995.

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DIVISION OF CORPORATIONS  
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*Edward J. Friel*

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Edward J. Friel, Secretary of State

AUTHENTICATION

DATE