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DEPARTMENT OF STATE 101 E KENNEDY BLVD
STATE OF FLORIDA SUITE 3700
409 EAST GAINES STREET TAMPA FL 33602-5154
TALLAHASSEE, FL 32399 CONTACT: BARBARA A MURPHY
FAX: (904) 922-4000 PHONE: (813) 221-3900
FAX: (813) 221-2900

(((H95000001556))) DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION
NAME: FIRST ALLIED TAMPA CORPORATION
FAX AUDIT NUMBER: H95000001556 CURRENT STATUS: REQUESTED
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CORPORATION DIVISION
TALLAHASSEE, FLORIDA

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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. FIRST ALLIED TAMPA CORPORATION
2. DELAWARE
3. 52-1722287
4. 08/16/90
5. Perpetual
6. January 16, 1995
7. 1482 South Ocean Boulevard
8. Investments
9. Name and street address of Florida registered agent: Andrew J. Lubrano, Esquire
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.

Registered agent's signature

Prepared by: Andrew J. Lubrano, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 263291

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Malcolm I. Glazer
Address: 1482 South Ocean Boulevard
Palm Beach FL 33480

Director: Bryan Glazer
Address: 1255 W. Belden Ave. Suite 8B
Chicago IL 60614

Director: Joel Glazer
Address: 1482 South Ocean Boulevard
Palm Beach FL 33480

B. OFFICERS

President: Malcolm I. Glazer
Address: 1482 South Ocean Boulevard
Palm Beach FL 33480

Vice President
and Secretary: Bryan Glazer
Address: 1255 W. Belden Ave. Suite 8B
Chicago IL 60614

Vice President
and Treasurer: Joel Glazer
Address: 1482 South Ocean Boulevard
Palm Beach FL 33480

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

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

14. Bryan Glazer, Vice President
(Typed or printed name and capacity of person signing application)

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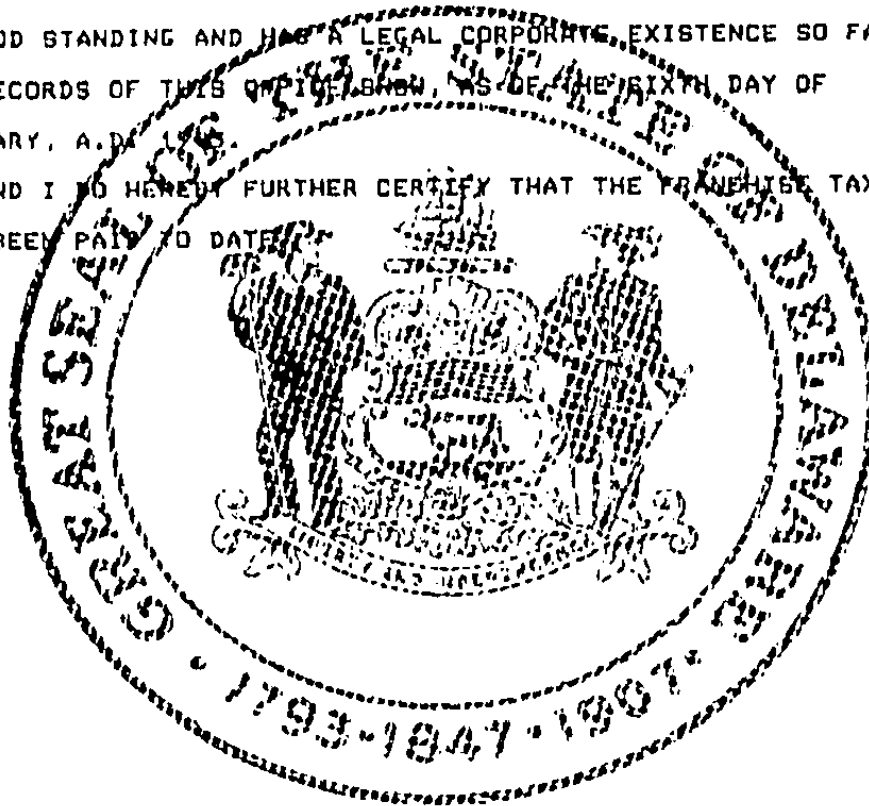
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY 'FIRST ALLIED TAMPA CORPORATION' 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 SIXTH DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



SECRET
FEB 7 1995



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7397452

DATE: 02-06-95