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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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03/07/95--01081--010

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SUBJECT: CANMERICA, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ANDREW C. HALL

(Name of Person)

HALL AND O'BREIN, P.A.

(Firm/Company)

1428 BRICKELL AVENUE, 8th FLOOR

(Address)

MIAMI, FLORIDA 33154

(City, State and Zip Code)

#6 - OK per Keron

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Should you need to call someone concerning this matter, please call:

ANDREW C. HALL

(Name of Person)

at (305) 374-5030

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 PM - 2 / 11 8:37

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. CANMERICA, 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 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09-29-87 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

CANMERICA DOES NOT BELIEVE IT HAS CONDUCTED BUSINESS IN FLORIDA
6. AND IS ONLY FILING THIS REGISTRATION TO COMPLY WITH COURT ORDER.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 252 CLAYTON STREET
DENVER, 80206

(Current mailing address)
ENGAGE IN ACTIVITIES OUTSIDE THE STATE OF FLORIDA FOR PURPOSES OF
OBTAINING LOANS OR FINANCING OUTSIDE OF FLORIDA TO SERVE CLIENTS
8. RESIDING IN FLORIDA
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: ANDREW C. HALL

Office Address: HALL AND O'BREIN, P.A., 1428 BRICKELL AVENUE, 8th FLOOR
MIAMI, Florida, 33131
(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.*


(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAMES R. HILL

Address: 252 CLAYTON STREET
DENVER, CO 80206

Vice Chairman: _____

Address: _____

Director: DAVID SINGER

Address: BROADWAY STREET
NEW YORK, NY

Director: WILLIAM PARK

Address: _____
VANCOUVER, B.C

B. OFFICERS

President: JAMES R. HILL

Address: 252 CLAYTON STREET
DENVER, CO 80206

Vice President: WILLIAM PARK

Address: VANCOUVER, B.C

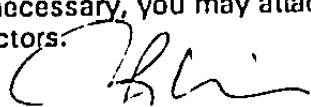
Secretary: WILLIAM PARK

Address: VANCOUVER, B.C

Treasurer: JAMES R. HILL

Address: 252 CLAYTON STREET
DENVER, CO 80206

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. JAMES R. HILL, PRESIDENT
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE COMPANY IS 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 TWENTIETH DAY OF JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION 6504070

DATE 01-20-95