

F95000001169

STEIN, SPERLING, BENNETT, DE JONG, DRISCOLL, GREENFEIG & METRO, P.A.

ATTORNEYS AT LAW

25 WEST MIDDLE LANE

ROCKVILLE, MARYLAND 20850-2204

MILLARD S. BENNETT*
DAVID S. DE JONG*
DAVID C. DRISCOLL, JR.*
JACK A. GARNON*
STUART S. GREENFEIG*
ANN G. JAKARCINO*
A. HOWARD METRO*
JEFFREY M. SCHWABER*
DONALD N. SPERLING*
PAUL T. STEIN*

TELEPHONE 301/340-2020

TELECOPIER 301/340-8217

BETH H. MCINTOSH*
KIRYAMEN K. MOORE*
JAMES D. DALRYMPLE*
ANN H. SABLONSKY*
FRED A. BAIKIN*
JEFFREY D. GOLDSTEIN*
DAVID S. KOSTERLITZ*
DARCY A. SHOOP*

March 6, 1995

MD, DE, VA, CT*
MD, DC, OH, AK*
MD, DC, VA*
MD, DC, FL*
MD, DC*
MD, VA*
MD, NYD
MD ONLY*

OUR FILE NUMBER

94681

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Conserve Financial & Management Services Company

Dear Sir/Madam:

Please find enclosed a completed application for the above-referenced corporation to transact business in Florida. Also, enclosed is a check made payable to the Florida Department of State in the amount of Seventy Dollars (\$70.00) to cover the necessary filing fee and a certificate of good standing from the State of Maryland.

Please process this document at your earliest convenience and then forward all evidence of filing to me at the above address. Thank you for your attention to this matter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Darla Hickey

Darla Hickey
Legal Assistant

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3/7/95
95 MAR 13 11 51 AM
SECRETARY
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

**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. Conserve Financial & Management Services Company
(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. Maryland 3. 52-1905297
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 17, 1994 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Has not begun to transact business.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 11300 Rockville Pike, Suite 900
Rockville, Maryland 20852
(Current mailing address)
8. To operate a financial management services company.
(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:

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.
By: [Signature] Asst IP
(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.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 13 1995

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Joseph Sperling

Address: 13005 N. Commons Way

Potomac, Maryland 20854

Vice Chairman: Linda Sperling

Address: 13005 N. Commons Way

Potomac, Maryland 20854

Director: Richard Lembo

Address: #2 Pennforest Way

Rockville, Maryland 20853

Director: Gloria Lembo

Address: #2 Pennforest Way

Rockville, Maryland 20853

B. OFFICERS

President: Joseph Sperling

Address: 13005 N. Commons Way

Potomac, Maryland 20854

Vice President: Richard Lembo

Address: #2 Pennforest Way

Rockville, Maryland 20853

Secretary: Linda Sperling

Address: 13005 N. Commons Way

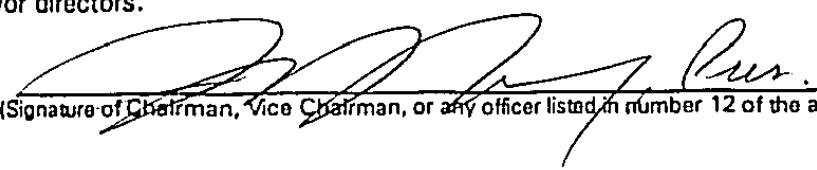
Potomac, Maryland 20854

Treasurer: Gloria Lembo

Address: #2 Pennforest Way

Rockville, Maryland 20853

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. Joseph Sperling, President
(Typed or printed name and capacity of person signing application)

SEP 13 11 09 15

SECRET
DIVISION

STATE OF MARYLAND

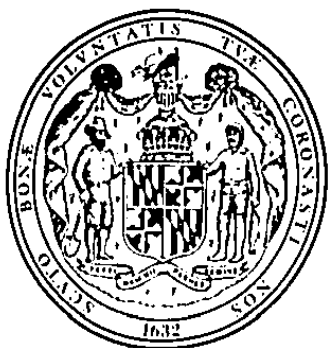
341323

DEPARTMENT OF ASSESSMENTS AND TAXATION

401 West Preston Street Baltimore, Maryland 21201

I, LEAH HAMM-CURRY OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CONSERVE FINANCIAL & MANAGEMENT SERVICES COMPANY IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET
MY HAND AND AFFIXED THE SEAL OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF
MARYLAND AT BALTIMORE THIS 31ST DAY OF
JANUARY, 1995.

Leah Hamm-Curry
LEAH HAMM-CURRY
OFFICE SUPERVISOR II

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
95 MAR 13 AM 9:16



F95000001169

June 19, 1995


To Whom It May Concern:

As of January 1995, Joseph Sperling & Linda Sperling of Sperling, Knoblauch, Narlsenfeld & Sperling, Inc. have joined with Richard Lembo of RAL Associates to form Conserve Financial and Management Services Company. Please make note of our new address:

CONSERVE
One Central Plaza
11300 Rockville Pike
Suite 900
Rockville, MD 20852
Tel (301) 816-1010
Fax (301) 816-1188

ma
6-28-95

Sincerely,


Linda Sperling


Joseph Sperling


Richard Lembo

F95000001169

STEIN, SPERLING, BENNETT, DE JONG, DRISCOLL, GREENFEIG & METRO, P.A.

ATTORNEYS AT LAW

25 WEST MIDDLE LANE

ROCKVILLE, MARYLAND 20850-2204

TELEPHONE 301-340-2020

TELECOPIER 301-340-8217

November 16, 1995

MICHAEL S. BENNETT
JAMES S. DE JONG
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TED A. BARKIN
JERRY D. GOLDSTEIN
DARYL A. HOOPE
JANET A. ZUCKERMAN
ANN MARIE M. MERRILL
ANDREW S. KASNER
ASA C. HEALY

ME: JAA
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ME: JAA

OUR FILE NUMBER

94681

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

2011111694681
11/16/95 11:11 AM

RE: Conserve Financial & Management Services Company

Dear Sir/Madam:

Please find enclosed a completed application for the above-referenced corporation to withdraw from transacting business in the State of Florida. Also, enclosed is a check made payable to the Florida Department of State in the amount of Thirty-five Dollars (\$35.00) to cover the necessary filing fee.

Please process this document at your earliest convenience and then forward all evidence of filing to me at the above address. Thank you for your attention to this matter.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Darla McClure
Paralegal

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NOV 29 1995

[Handwritten signature]

2011111694681

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

Continental Financial & Management Services Company
(Name of Corporation)

Maryland
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

11300 ROCKVILLE PIKE #900
(Mailing Address)

ROCKVILLE MD 20852
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 President
Signature Title

Joseph Sperling
Typed or printed name

11-6-95
Date