

CORPORATION FORMATION
SERVICES, INC.
1201 BAYVIEW
TALLAHASSEE, FL 32310
904-222-9151
904-222-0350 FAX

800-142-8086

CSO networks

MAIL TO
P.O. Box 5820
TALLAHASSEE, FL 32311

ACCOUNT NO. : 0721000000012

REFERENCE : 562180 4134A

AUTHORIZATION : *Patricia Lighter*

COST LIMIT : \$ 122.50

ORDER DATE : March 17, 1995

100000119 111111

ORDER TIME : 11:27 AM

ORDER NO. : 562180

CUSTOMER NO: 4134A

CUSTOMER: Allison Lichter, Legal Asst
Broad And Cassel
Suite 3000, Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

FOREIGN FILINGS

NAME: STRATEGICA CAPITAL CORPORATION

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

FILED
SECRETARY OF STATE
CORPORATIONS
MAR 17 PM 1:35
TALLAHASSEE, FL 32311

**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. STRATEGICA CAPITAL CORPORATION
(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. DELAWARE
(State or country under the law of which it is incorporated)
3. 2/16/95 4. Perpetual
(Date of Incorporation) (Duration)
5. _____
Applied For
(Federal Employer Identification number, if applicable)
6. March 13, 1995
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1221 Brickell Avenue, Suite 2600, Miami, Florida 33131
(Current mailing address)
8. Financing and providing advisory services to corporations & individuals
(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: Jack D. Burstein
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131
Vice Chairman: N/A
Address: _____

Director: Robert M. Sanders
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131
Director: Thomas K. Ireland
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131

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CORPORATIONS
MAR 17 1995

B. Officers:

President: Jack D. Burstein
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131

Vice President: Steven R. Cook
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131

Secretary: Steven R. Cook
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131

Treasurer: Steven R. Cook
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131

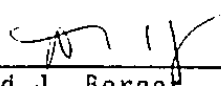
(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

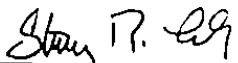
Name: David J. Berger
Office Address: 201 South Biscayne Boulevard, Suite 3000
Miami, Florida 33131
Zip Code

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: 
David J. Berger

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)
Steven R. Cook, Vice President

14. _____
(Name and capacity of person signing application)

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

Director: Mel Harris
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131

Director: J. Stephen Fossett
Address: 1221 Brickell Avenue, Suite 2600
Miami, Florida 33131

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SECRETARY OF STATE
CORPORATIONS
SECTION
JUN 17 PM 1:37

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 "STRATEGIA CAPITAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING, AND HAS A LEGAL CORPORATE EXISTENCE AS FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE FEES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
CORPORATIONS
95 MAR 17 PM 1:37



Edward J. Freel

Edward J. Freel, Secretary of State

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9500511365

AUTHENTICATION

DATE:

1995 MAR 17

95 MAR 17