

F95000002847

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Kiley Capital, Inc.
(Name of corporation - must include suffix)

200001508022
-06/08/95--01018--005
*****78.75 *****78.75

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:

Michael Kiley

(Name of Person)

Kiley Capital, Inc.

(Firm/Company)

777 S. Flagler Drive

8th Floor - West Tower

(Address)

West Palm Beach, FL 33401

(City, State and Zip Code)

W95-11648

W 6/13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:35

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

Michael Kiley

(Name of Person)

at (407) 820-9423

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1995

MICHAEL KILEY
KILEY CAPITAL, INC.
777 S. FLAGLER DR, 8TH FLOOR -WEST TOWER
WEST PALM BEACH, FL 33401

SUBJECT: KILEY CAPITAL, INC.
Ref. Number: W95000011648

We have received your document for KILEY CAPITAL, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the photocopies you sent, as they are not the same as the certificate described above.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 195A00028218

**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. Kiley Capital, 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. Illinois
(State or country under the law of which it is incorporated)
3. 36-3991294
(FEI number, if applicable)
4. 12/9/94
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 5/24/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 777 S. Flagler Drive - 8th Floor, West Tower
West Palm Beach, FL 33401
(Current mailing address)
8. To buy and/or sell commodities and securities
(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: Michael Kiley
777 S. Flagler Drive
Office Address: 8th Floor - West Tower
West Palm Beach, Florida, 33401
(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.*
- Michael D. Kiley 6/1/95
(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Michael Kiley

Address: 230 Everglades Avenue #102
Palm Beach, FL 33480

Vice President: N/A

Address: _____

Secretary: N/A

Address: _____

Treasurer: N/A

Address: _____

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

13. Michael D Kiley 6/1/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MICHAEL D. KILEY PRESIDENT & CEO
(Typed or printed name and capacity of person signing application)

File Number 5810-323-3



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that **KILEY CAPITAL, INC., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 9, 1994,
APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS
CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE
TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC
CORPORATION IN THE STATE OF ILLINOIS*******



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 9TH
day of JUNE A.D., 19 95

George H. Ryan

SECRETARY OF STATE