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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-06/16/95--01022--004
*****70.00 *****70.00

SUBJECT: ARGENT FINANCIAL GROUP, 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:

John R. Gordon

(Name of Person)

McMahan Financial Center

(Firm/Company)

591 West Putnam Avenue

(Address)

Greenwich, CT 06830

(City, State and Zip Code)

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

John R. Gordon

(Name of Person)

at (203) 629 7500

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

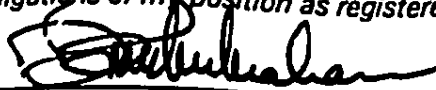
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**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. ARGENT FINANCIAL GROUP, 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. State of Delaware
(State or country under the law of which it is incorporated)
3. (Applied For)
(FEI number, if applicable)
4. 5/4/95
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Have Not Transacted Business To-Date in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. c/o John R. Gordon
591 West Putnam Avenue, Greenwich, CT 06830
(Current mailing address)
8. Investment Management
(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: D. Bruce McMahan
Office Address: 11111 Biscayne Blvd., #1055
Miami, Florida, 33161
(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.

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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: D. Bruce McMahan
Address: 11111 Biscayne Boulevard, #1055
Miami, Florida 33161

Vice Chairman: _____
Address: _____

Director: John R. Gordon
Address: 1323 Roosevelt Avenue
Pelham Manor, NY 10803

Director: Saul Schwartzman
Address: 3 Mulford Drive
Wayne, New Jersey 07470

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

President: D. Bruce McMahan
Address: 11111 Biscayne Boulevard, #1055
Miami, FL 33161

Vice President: John R. Gordon
Address: 1323 Roosevelt Avenue
Pelham Manor, NY 10803

Secretary: John R. Gordon
Address: 1323 Roosevelt Avenue
Pelham Manor, NY 10803

Treasurer: Saul Schwartzman
Address: 3 Mulford Drive
Wayne, NY 07470

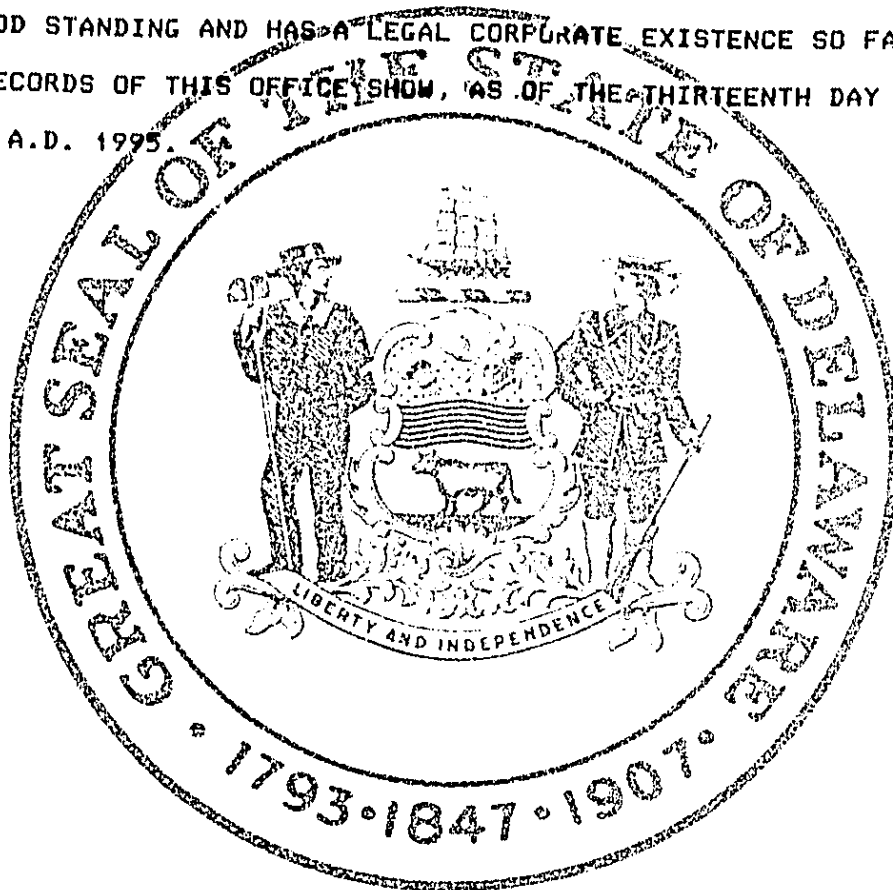
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John R. Gordon, Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John R. Gordon, Secretary
(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 "ARGENT FINANCIAL GROUP, INC." 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 THIRTEENTH DAY OF JUNE, A.D. 1995.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7537114

DATE: 06-13-95