

F9500003454
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: THE HERITAGE 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:

WILLIAM SLIVKA

(Name of Person)

THE HERITAGE GROUP

(Firm/Company)

3030 BRIDGEWAY SUITE 110

(Address)

SAUSALITO, CA 94965

(City/State/Zip)

95 JUL 19 PM 6:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS
with

800001539598
-07/18/95--01037--008
*****78.75 *****78.75

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

WILLIAM SLIVKA

(Name of Person)

at (415) 331-6611

(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

MINUTES OF MEETING
OF
THE BOARD OF DIRECTORS

A meeting of the Board of Directors was held at 3030
Bridgeway, Suite 113, Sausalito, California on the 17th day of
July 1995 at 1:00 o'clock p.m.

Present :

William Herred
William Slivka

65 JUL 19 PM 6:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

constituting the entire Board of Directors.

The waiver of notice of the meeting, signed by all the
directors was presented and read.

Upon motion, duly made, seconded and carried, it was
RESOLVED, That The Heritage Group, Inc. will also do business in
Florida as:

The Heritage Group of Delaware, Inc.

There being no further business, the meeting upon motion was
adjourned.



William Slivka
Secretary

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. THE HERITAGE 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. DELAWARE 3. 52-1646092
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/26/89 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4/1/95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3030 BRIDGEWAY SUITE 110 95 JUL 19 PM 5:12
SAUSALITO, CA 94965
(Current mailing address)

8. STOCK BROKER / DEALER
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: WILLIAM SLIVKA

Office Address: 1515 SOUTH FEDERAL HIGHWAY SUITE 302

BOCA RATON, Florida, 33432
(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.

William Slivka

(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: WILLIAM HERED
Address: 908 MISSION CANYON ROAD SANTA BARBARA CA 93101
Vice Chairman: _____
Address: _____

Director: WILLIAM SLIVER
Address: 506 CHAPMAN DR.
CORTE MADERA CA 94925

Director: _____
Address: _____

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

President: WILLIAM HERED
Address: 908 MISSION CANYON ROAD
SANTA BARBARA CA 93101

Vice President: _____
Address: _____

Secretary: WILLIAM SLIVER
Address: 506 CHAPMAN DR.
CORTE MADERA, CA 94925

Treasurer: _____
Address: _____

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

13. William Hered
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WILLIAM SLIVER / SECRETARY
(Typed or printed name and capacity of person signing application)

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 19 9 58 AM '12

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HERITAGE DISCOUNT SECURITIES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "THE HERITAGE GROUP, INC.", THE SEVENTEENTH DAY OF JANUARY, A.D. 1995, AT 9 O'CLOCK A.M.

SECRETARY OF STATE
OFFICE OF REGISTRATIONS
95 JUN 19 PM 6:12



Edward J. Freel

Edward J. Freel, Secretary of State

2201220 8320

950151980

AUTHENTICATION:

7566208

DATE:

06-30-95

F95 000003454

October 1, 1996

Florida Department of State
PO Box 6327
Tallahassee, FL 32314

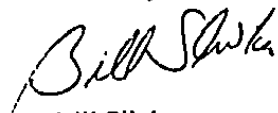
Dear Sirs:

Enclosed is a copy of our registration as a foreign corporation in the state of Florida.

Please change our address to:

The Heritage Group
One California Street Suite 2040
San Francisco, CA 94111

Sincerely,



Bill Slivka
Chief Financial Officer

SL 11/5