

F95000004928

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

900001605339
-10/11/95--01003--003
*****78.75 *****78.75

SUBJECT: S.B.S. 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:

Ilene W. Budnick
(Name of Person)

S.B.S. Financial Group, Inc.
(Firm/Company)

319 Post Road East
(Address)

Westport, CT 06880-3613
(City/State/Zip)

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SECTION OF STATE
DIVISION OF CORPORATIONS

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

Ilene W. Budnick
(Name of Person)

at (203) 221-1916
(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

**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. S.B.S. 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. Connecticut
(State or country under the law of which it is incorporated)

3. 06-1396135
(FEI number, if applicable)

4. 2/18/92
(Date of Incorporation)

5. "Perpetual"
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 319 Post Road East
Westport, CT 06880-3613
(Current mailing address)

8. Institutional 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: Irene W. Budnick

Office Address: 934 Eve Street

Delray Beach, Florida, 33483
(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.

Irene W. Budnick
(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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SECRETARY OF STATE
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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: Elene W. Budnick

Address: 934 Eve Street, Delray Beach, FL 33483

Vice Chairman: _____

Address: _____

Director: William T. Schlicher III

Address: 8 Blue Ribbon Drive
Westport, CT 06880

Director: Edward A. Bugniet, Jr.

Address: 18 Wyndham Close
White Plains, N.Y. 10605

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

President: Elene W. Budnick

Address: 934 Eve Street
Delray Beach, FL 33483

Vice President: William T. Schlicher III

Address: 8 Blue Ribbon Drive
Westport, CT 06880

Secretary: William T. Schlicher III

Address: 8 Blue Ribbon Drive
Westport, CT 06880

Treasurer: Elene W. Budnick

Address: 934 Eve Street, Delray Beach, FL 33483

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

13. Elene W. Budnick
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elene W. Budnick - Chairman
(Typed or printed name and capacity of person signing application)

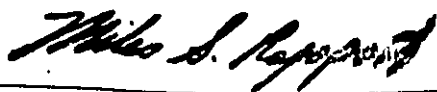
Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

S.B.S. FINANCIAL GROUP, INC.

a STOCK corporation under the Connecticut General Statutes was filed
in this office on February 18, 1992.

Insofar as the records of this office reveal, the corporation is in
existence and in good standing.



Secretary of the State

Date Issued: September 29, 1995

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