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TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Bailie Boston & Smith Incorporated
(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:

James D. Bailie Jr.
(Name of Person)

Bailie Boston & Smith Incorporated
(Firm/Company)

200 S. Orange Avenue #1850
(Address)

Orlando, FL 32801
(City, State and Zip Code)

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

James D. Bailie at (407) 841 - 2774
(Name of Person) 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

October 17, 1995

JAMES D. BAILIE JR.
BAILIE BOSTON & SMITH INCORPORATED
200 S ORANGE AVE #1850
ORLANDO, FL 32801

SUBJECT: BAILIE BOSTON & SMITH INCORPORATED
Ref. Number: W95000020704

We have received your document for BAILIE BOSTON & SMITH INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 495A00046842

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 TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Baillie Boston & Smith Incorporated
(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 3. 36-3962091 (Tax ID)
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 21 January 1994 5. Perpetual
(Date of Incorporation) (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. 200 S. Orange Ave #1850
Orlando, FL 32801
(Current mailing address)
8. To conduct business as a Broker/Dealer in the State of Florida
(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: James D. Baillie, Jr.
Office Address: 200 S. Orange Ave., Suite 1850
Orlando, Florida, 32801
(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.

James E. Eiche
(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: James D. Bailie Jr

Address: 429 1/2 Ruth Lane #E
Orlando, FL 32801

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: James D. Bailie Jr.

Address: 429 1/2 Ruth Lane
Orlando, FL 32801

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

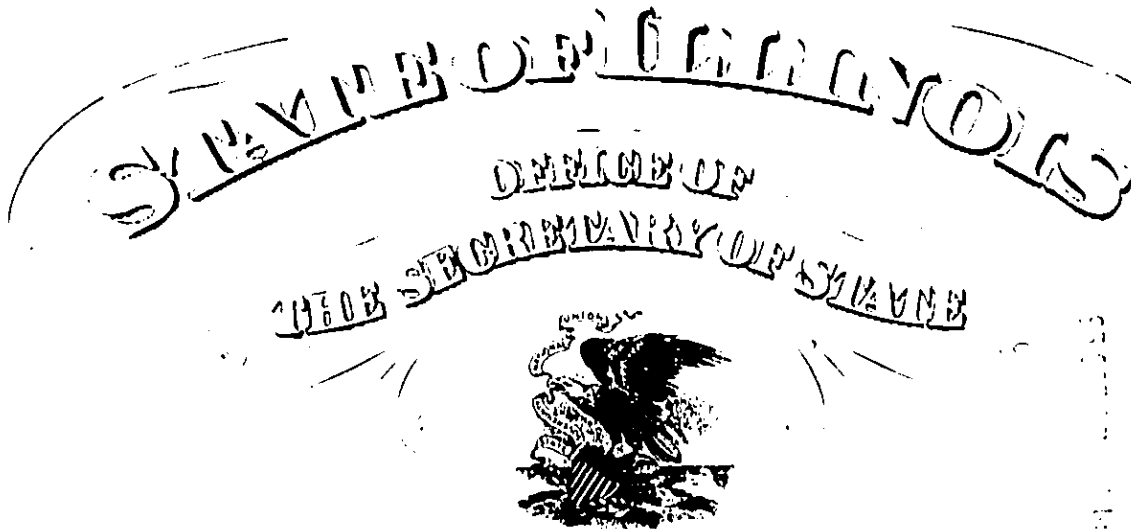
Address: _____

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

13. James D. Bailie Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James D. Bailie Jr. Chairman/CEO
(Typed or printed name and capacity of person signing application)

File Number 5764-895-3



To all to whom these Presents Shall Come, Greeting:

J. George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that BAILIE BOSTON & SMITH INCORPORATED, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 21, 1994, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND 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 18TH
day of AUGUST 1995

George H. Ryan

SECRETARY OF STATE