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Fidelity Capital Market Service
100 Broadway
New York, NY 10038
(212) 412-3000
(800) 352-0001
FIDELITY

VIA FEDERAL EXPRESS

October 13, 1995

RECEIVED
OCT 14 1995

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: FGIC Advisors, Inc.
- Authorization to Do Business in Florida

W-15-25702

Dear Sir/Madam:

On November 10, 1993, FGIC Advisors, Inc. was incorporated in the State of Delaware.

Enclosed please find the following:

- 1. Certificate of Good Standing from the State of Delaware;
- 2. "Application By Foreign Corporation for Authorization to Transact Business in Florida" form;
- 3. Our check (No. 000389) in the amount of Seventy (\$70.00) Dollars made payable to "Secretary of State - Florida."

If there are any questions or you need additional information, please call me at (800) 352-0001, ext. 3449.

Yours truly,

Jane P. Moore
Jane P. Moore, Esq.
Secretary

W
10/27

JPM:ser

Enclosures

FGIC Capital Market Services
110 Broadway
New York NY 10006
(212) 412-3000
(800) 352-0001



VIA FEDERAL EXPRESS

October 26, 1995

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: FGIC Advisors, Inc.
- Authorization to Do Business in Florida
- Ref. No. W95000020702

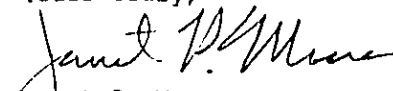
Dear Sir/Madam:

In response to your letter of October 17, 1995, we hereby enclose a corrected Application By Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is a copy of your letter.

We understand that you have retained our check for Seventy Dollars (\$70.00) and the Certificate of Good Standing which was sent to your office in the original filing package.

If there are any further questions or you need additional information, please call me at (800) 352-0001, ext. 3449.

Yours truly,


Janet P. Moore, Esq.
Secretary

JPM:ser

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1995

JANET P. MOORE, ESQ.
FGIC CAPITAL MARKET SERVICES
115 BROADWAY
NEW YORK, NY 10006

SUBJECT: FGIC ADVISORS, INC.
Ref. Number: W95000020702

We have received your document for FGIC ADVISORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 095A00046839

**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. FGIC Advisors, 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. 13-3742673
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 19, 1993 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. 115 Broadway
New York, NY 10006
(Current mailing address)
8. The nature of the business and the purpose to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized.
(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: Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(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.

Henry A. ...
(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:

A. DIRECTORS

Chairman: Ann C. Stern
Address: FGIC Advisors, Inc.
115 Broadway, New York, NY 10006

Vice Chairman: _____
Address: _____

Director: Francisco L. Borges
Address: FGIC Advisors, Inc.
115 Broadway, New York, NY 10006

Director: _____
Address: _____

B. OFFICERS


President: Francisco L. Borges
Address: FGIC Advisors, Inc.
115 Broadway, New York, NY 10006

Vice President: _____
Address: _____

Secretary: Janet P. Moore
Address: FGIC Advisors, Inc.
115 Broadway, New York, NY 10006

Treasurer: Christopher Jacobs
Address: FGIC Advisors, Inc.
New York, NY 10006

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

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

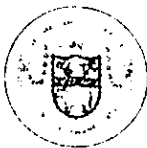
14. Janet P. Moore, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

TO THE HONORABLE SENATE, DEPARTMENT OF THE GOVERNMENT, STATE OF DELAWARE
I HEREBY CERTIFY THAT THE FOLLOWING IS A TRUE AND CORRECT COPY OF THE
CERTIFICATE OF INCORPORATION OF THE ABOVE NAMED CORPORATION AS FILED
WITH THE OFFICE OF THE SECRETARY OF STATE ON THE 15TH DAY OF
MAY, 1964, IN ACCORDANCE WITH THE PROVISIONS OF TITLE 29, CHAPTER 23,
SECTION 2301, OF THE DELAWARE CODE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL OF OFFICE
AT DOVER, DELAWARE, THIS 15TH DAY OF MAY, 1964.

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Edward J. Friel

Edward J. Friel, Secretary of State

ATTESTATION

DATE

F 7.5000005269

Financial Guaranty Insurance
Company
115 Broadway
New York, NY 10006
(212) 312-3000
(800) 372-0001

A GE Capital Company

FGIC

FILED
97 AUG 11 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 6, 1997

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002263306--3
-08/11/97--01105--006
*****43.75 *****43.75

Re: FGIC Advisors, Inc.
- Withdrawal of Authority to Transact Business

Dear Sir/Madam:

Per my phone conversation of July 30, 1997, with Velma Shepard, FGIC Advisors, Inc. is no longer doing any business as an investment advisor and wishes to withdraw its registration as an investment advisor in Florida.

You will find enclosed:

1. Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida;
2. Our check (No. 0017235271) in the amount of \$43.75, payable to "Florida Department of State" to cover the filing fee and a Certificate of Status;
3. Pre-paid return Federal Express Airbill for our Certificate of Status.

Very truly yours,

Karen L. Scheffler

:ks

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VS AUG 20 1997

Withdr

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

FGIC Advisors, Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

FILED
97 AUG 11 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.


This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

115 Broadway
(Mailing Address)

New York, NY 10006
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 President
Signature Title

Francisco L. Borges 8/7/97
Typed or printed name Date