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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

700001675817
-01/03/95--01061--016
*****78.75 *****78.75

SUBJECT: PrinCap Sales Company, 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:

Kim Brathwaite
(Name of Person)
Princeton Capital Finance Company/ Legal
(Firm/Company)
38 Washington Road
(Address)
Princeton Junction, New Jersey 08550
(City, State and Zip Code)

tk 114

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

Kim Brathwaite at (609) 275 - 7100 ext 225
(Name of Person) Area Code & Daytime Telephone Number

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 AM 8:47

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. PrinCap Sales Company, 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. 22 3368352
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 21, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. One Brickell Square, 801 Brickwell Ave. Suite 925
Miami, Florida 33131
(Current mailing address)
8. To provide financial sales, services and consulting activities
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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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.

Kimberly D. Helbert
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gary V. Hoyer

Address: 38 Washington Road

Princeton Junction, New Jersey 08550

Director: G. Mark Loreto

Address: 38 Washington Road

Princeton Junction, New Jersey 08550

B. OFFICERS

President: Gary V. Hoyer

Address: 38 Washington Road

Princeton Junction, New Jersey 08550

Vice President: _____

Address: _____

Secretary: G. Mark Loreto

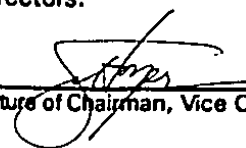
Address: 38 Washington Road

Princeton Junction, New Jersey 08550

Treasurer: _____

Address: _____

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. Gary V. Hoyer, President
(Typed or printed name and capacity of person signing application)

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 "PRINCAP SALES COMPANY, 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 FOURTH DAY OF OCTOBER, A.D. 1995.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7663912

10-04-95

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PRINCETON CAPITAL
FINANCE COMPANY

F96000000077

FILED
96 DEC 16 AM 8:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VIA FEDERAL EXPRESS

December 13, 1996

Department of State
Amendment Section
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: PrinCap Sales Company, Inc.

Dear Sir/Madam:


Enclosed herein please find the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida along with two checks totaling in the amount of \$35.00 which represents the filing fee.

Please record said document and forward it back to our office using the enclosed stamped, self-addressed envelope provided for your mailing convenience.

If you have any questions, please do not hesitate to contact me. I can be reached at (609) 275-7100, ext. 227.

Thank you in advance for your cooperation and your attention regarding this matter.

Very truly yours,


Jeannine Graham
Paralegal
Enc.

V8 DEC 27 1996

Withdn.

"Dedicated To Providing Small Business With Access To Capital"

38 Washington Road, Princeton Jct., NJ 08550-1012 • Phone: 609-275-7100 • Fax: 609-275-9191

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

~~Delaware~~
(Incorporated Under Laws Of)

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.

(City/ State/Zip)


Signature

Vice President & Counsel
Title

Carl S. Keringer
Typed or printed name

11/25/96
Date