

PRIORITY CAPITAL CORP.

100 Clinton Avenue, Boulevard Suite 202, Garden City, New York 11530
Telephone (516) 683-8116 FAX (516) 683-1134

January 16, 1996

Mr. Lee Rivers
Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500001690755
-01/17/96--01062--001
****131.25 ****131.25

Dear Mr. Rivers:

Enclosed herewith please find the transmittal letter along with the Application by Foreign Corporation for Authorization to Transact Business in Florida, along with our check #1337 in the amount of \$131.25.

You will be receiving under separate cover the original Certificate of Good Standing directly from the Delaware Secretary State and from David Miller the original signature with regard to the transfer agent. I will be forwarding to you the original application.

Please forward the certificate via federal express #1293-7138-2 priority delivery to the following address:

David Miller
2500 Military Trail North
Suite 220
Boca Raton, Florida 33431
(407) 995-0043

If you need any additional information, please do not hesitate to contact me.

Sincerely yours,

Joan Kushay
Joan Kushay
Assistant Secretary
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 18 PM 3:43
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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: PRIORITY CAPITAL CORP.

(Name of corporation - must include suffix)

Dear Sir or Madam:

W96-1236

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:

JOAN KUSHAY

(Name of Person)

PRIORITY CAPITAL CORP.

(Firm/Company)

100 Quentin Roosevelt Boulevard, Suite 202

(Address)

Garden City, New York 11530

(City, State and Zip Code)

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

Joan Kushay

(Name of Person)

at (516) 683-8116

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
408 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

January 17, 1996

**JOAN KUSHAY
PRIORITY CAPITAL CORP.
100 QUENTIN ROOSEVELT BOULEVARD, #202
GARDEN CITY, NY 11530**

**SUBJECT: PRIORITY CAPITAL CORP.
Ref. Number: W96000001236**

Today we received your and David Miller's FED-X letters for the above-named corporation. Once the certificate of existence is received we will file the application and forward correspondence to Mr. Miller, pursuant to your request.

Please note that whenever possible, complete applications should be submitted. Please also provide airbills if you would like correspondence returned by courier.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 896A00002083



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 18, 1996

JOAN KUSHAY
PRIORITY CAPITAL CORP.
100 QUENTIN ROOSEVELT BOULEVARD, #202
GARDEN CITY, NY 11530

SUBJECT: PRIORITY CAPITAL CORP.
Ref. Number: W96000001236

We have received your document for **PRIORITY CAPITAL CORP.** and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the certified copy of the certificate of incorporation which you submitted, as it is not the same document as the certificate described above.

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: 996A00002277

PRIORITY CAPITAL CORP.

100 Quentin Roosevelt Boulevard, Suite 202 ■ Garden City, New York 11530
Telephone (516) 683-8116 ■ Fax (516) 683-8134

January 17, 1996

Mr. Lee Rivers
Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Mr. Rivers:

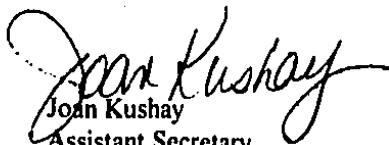
As per my letter of January 16, 1996, I am enclosing an original Certificate of Good Standing and Certificate of Incorporation for Priority Capital.

Please forward the qualification certificate via federal express #1293-7138-2 for priority delivery to the following address:

David Miller
2500 Military Trail North
Suite 220
Boca Raton, Florida 33431
(407) 995-0043

If you need any additional information, please do not hesitate to contact me.

Sincerely yours,


Joan Kushay
Assistant Secretary
Enclosures

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. PRIORITY CAPITAL CORP.
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words
abbreviations of the 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. 11-3191168
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 29, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "Perpetual")
6. November 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.)
7. 100 Quentin Roosevelt Boulevard, Suite 202
Garden City, New York 11530
(Current mailing address)
8. To provide financial services to Florida corporations.
(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: David Miller
Office Address: 401 NE Mizner Boulevard, Apt T702
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.*

David Miller
(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
DIVISION OF CORPORATIONS
JAN 18 PM 3:06

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Ralph Wilson

Address: P.O. Box 163 *N/A*

Massapequa, New York 11758

Director: _____

Address: _____

B. OFFICERS

President: Warren Miller

Address: 100 Quentin Roosevelt Boulevard, Suite 202

Garden City, New York 11530

Vice President: _____

Address: _____

Secretary: Samuel G. Weiss

Address: 30 Main Street

Assistant Secretary: Port Washington, New York 11050

~~XXXXXXXXXX~~ Joan Kushay

Address: 100 Quentin Roosevelt Boulevard, Suite 202

Garden City, New York 11530

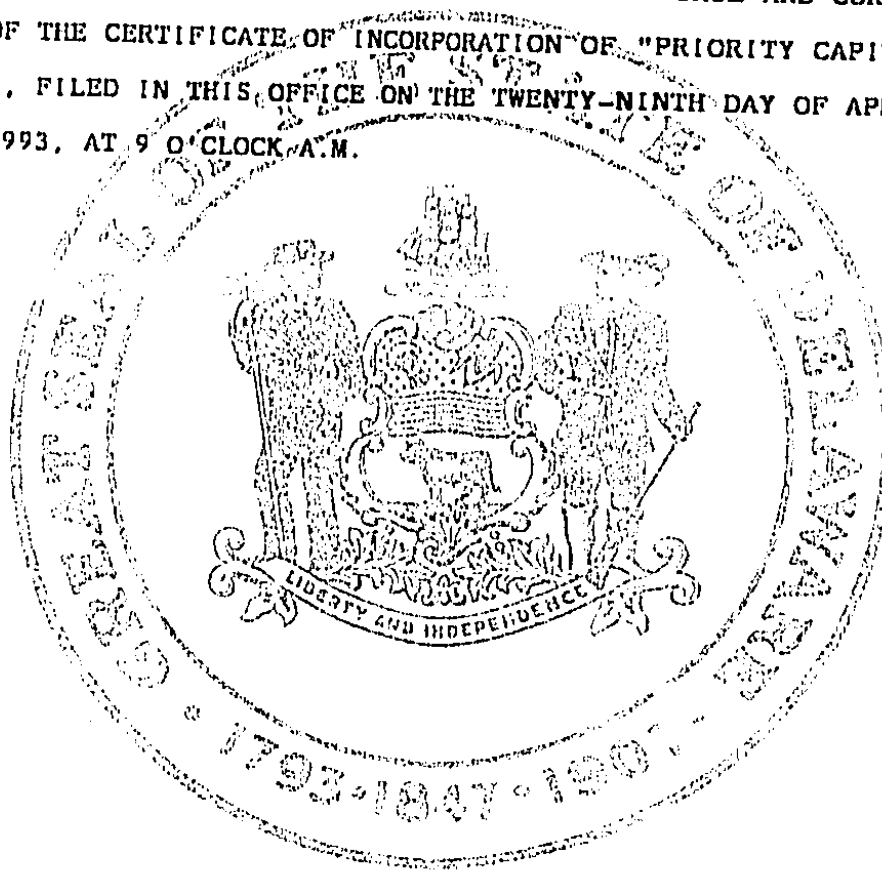
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Warren Miller*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Warren Miller, 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 THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "PRIORITY CAPITAL
CORP.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL,
A.D. 1993, AT 9 O'CLOCK A.M.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JAN 18 7 43



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7790260

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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 "PRIORITY CAPITAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JANUARY, A.D. 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 18 PM 3:43



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7790263

01-16-96

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