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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-02/09/96--01079--002
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SUBJECT: Wintergreen 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:

Michael S. Miller
(Name of Person)
Wintergreen Financial Group, Inc.
(Firm/Company)
660 White Plains Road
(Address)
Tarrytown, New York 10591
(City/State/Zip)

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

Michael S. Miller
(Name of Person) at (914) 366-6100
(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. Winteryuan 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. New York State
(State or country under the law of which it is incorporated)
3. 13-3844042
(FEI number, if applicable)
4. July 26, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Never - We anticipate a start date of on or about March 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 660 White Plains Road, 3rd Floor
Tarrytown, New York 10591
(Current mailing address)
8. The offer and sale of securities and financial products and all manner of activity related thereto.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Steven Sprague

Office Address: 2400 W. Cypress Creek Road, Suite 2

Ft. Lauderdale, Florida, 33309
(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.

[Signature]
(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: Michael S. Miller

Address: 660 White Plains Road, Tarrytown, NY 10591

Vice Chairman: _____

Address: _____

Director: Anne T. Dunne

Address: 660 White Plains Road, Tarrytown, NY 10591

Director: Louis Alfaro

Address: 660 White Plains Road
Tarrytown, NY 10591

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

President: Michael S. Miller

Address: 660 White Plains Road
Tarrytown, NY 10591

Vice President: Anne T. Dunne

Address: 660 White Plains Road
Tarrytown, NY 10591

Secretary: Gloria Escobar

Address: 660 White Plains Road
Tarrytown, NY 10591

Treasurer: Michael S. Miller

Address: 660 White Plains Road, Tarrytown, NY 10591

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

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

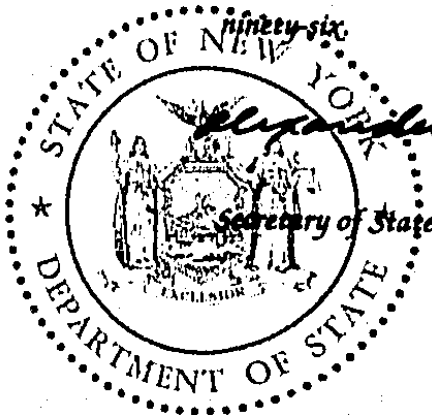
14. Michael S. Miller, President
(Typed or printed name and capacity of person signing application)

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State of New York
Department of State | **ss:**

I hereby certify, that the certificate of incorporation of WINTERGREEN FINANCIAL GROUP, INC. was filed on 07/26/1995, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of January
one thousand nine hundred and



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