

Carlyle Capital Markets Inc.

F96000000888

Via Airborne Express

Mr. Mark Dunbar  
Office of the General Counsel  
Department of State  
LL-10 - The Capital  
Tallahassee, Florida 32399-0250

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-02/10/95--01059--026  
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Dear Mr. Dunbar:

Pursuant to your February 16, 1996 telephone conversation with Dana Juergensen, you will find enclosed my sworn affidavit which contains the information relative to business conducted in Florida by Carlyle Capital Markets Inc. It is my intent that the affidavit addresses the necessary points to enable your office to issue a certificate of clearance (or similar document) which closes the case, and will allow Carlyle to discontinue filing Florida income tax returns.

I have also enclosed a check payable to the Florida Department of State in the amount of \$3,635.00, of which \$3,500.00 represents penalty for transacting business in Florida without a certificate of authority for the years 1983 through 1989 and \$135.00 represents annual report filing fees.

Thank you for your time and attention to this matter. If additional information is needed, please do not hesitate to call Dana Juergensen at (214) 404-8686.

Sincerely,

  
Barry L. Friedman  
President and CEO

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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FLTAXAFFLTR

Enclosures



**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

February 10, 1995

**C T CORPORATION SYSTEM**

**TALLAHASSEE, FL**

**SUBJECT: CARLYLE CAPITAL MARKETS INC.**  
Ref. Number: W95000003158

We have received your document for CARLYLE CAPITAL MARKETS INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that CARLYLE CAPITAL MARKETS INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates July 22, 1982, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$7541.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**

**Secretary of State**

**Corporate Specialist**

**Letter Number: 595A00006089**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 15, 1995

**CARLYLE CAPITAL MARKETS INC.**  
**% BARRY L. FRIEDMAN**  
**14755 PRESTON RD., SUITE 424**  
**DALLAS, TX 75240**

**SUBJECT: CARLYLE CAPITAL MARKETS INC.**  
Ref. Number: W95000003158

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for **CARLYLE CAPITAL MARKETS INC.**

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since July 22, 1982. You were notified by letter dated February 10, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$7541.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Steven Harris  
Corporate Specialist      Letter No. 795A00024887

Enclosure



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 15, 1995

**BARRY L. FRIEDMAN**  
**CARLYLE CAPITAL MARKETS INC.**  
14755 PRESTON RD., SUITE 424  
DALLAS, TX 75240

**SUBJECT: CARLYLE CAPITAL MARKETS INC.**  
Ref. Number: W95000003158

**CERTIFIED MAIL #P 348 067 255 RETURN RECEIPT REQUESTED**

This is the Department of State's third request for information to establish the date CARLYLE CAPITAL MARKETS INC. first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that CARLYLE CAPITAL MARKETS INC. has transacted business in Florida since July 22, 1982. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$7541.25 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

Marc W. Dunbar, Assistant General Counsel

Enclosures Letter No. 695A00038190



*Department of State*



*Memorandum Office of the General Counsel*

FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

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**TO:** File

**FROM:** Marc W. Dunbar, Assistant General Counsel

**DATE:** February 21, 1996

**RE:** Carlyle Capital Markets, Inc.

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Based on a review of the file and the payment provided by this corporation, it is my recommendation that this file be closed and this corporation be qualified to do business. This corporation has corrected its application with a sworn affidavit. In addition, this corporation has paid all outstanding penalties and fees, after being adjusted in accordance with the affidavit, and now wishes to be qualified to do business in this state.

MWD/mwd

**AFFIDAVIT**

I, Barry L. Friedman, President of Carlyle Capital Markets Inc.(CCMI), do hereby submit the following information regarding Carlyle Capital Markets Inc. with respect to business transacted in the State of Florida within the meaning of Section 607.1501 of the Florida Statutes:

1. CCMI is a Texas corporation, incorporated on July 22, 1982.
2. On or about February 20, 1995, CCMI submitted an application to transact business within Florida, which erroneously stated the date business was first transacted within Florida.
3. CCMI acknowledges that it transacted business within Florida for the years 1983 through 1989 without first having obtained a Certificate of Authority pursuant to Section 607.1503 of the Florida Statutes.
4. CCMI has filed Florida income tax returns in compliance with the applicable Florida Revenue Laws.
5. CCMI has not owned any property, had any employees or maintained any other corporate presence, or transacted business within Florida since 1989, notwithstanding the fact that CCMI continued to file Florida income tax returns which showed no income attributable to Florida sources.

The foregoing statements and true and accurate to the best of my knowledge and belief.

**Carlyle Capital Markets Inc.**

By: *Barry L. Friedman*  
Barry L. Friedman, President

**CORPORATE ACKNOWLEDGEMENT**

State of Texas }  
County of Dallas }

This instrument was acknowledged before me this day, February 19, 1996, 1996, by Barry L. Friedman, President of Carlyle Capital Markets Inc., a Texas Corporation, on behalf of such Corporation.

*Dana Juergensen*  
Notary Public

My commission expires: 7/19/99



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 22 AM 8:15

**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. CARDYLE CAPITAL MARKETS INC.  
 (Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. Texas  
 (State or country under the law of which it is incorporated)

3. July 22, 1982 4. Perpetual  
 (Date of Incorporation) (Duration)

5. 751832984  
 (Federal Employer Identification number, if applicable)

6. Upon Qualification  
 (Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 14755 Preston Road, Ste. 424, Dallas, Texas 75240  
 (Current mailing address)

8. Municipal Lease/Purchase Financing  
 (Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

**A. Directors:**

Chairman: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_

Vice Chairman: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_

Director: Barry L. Friedman  
 Address: 14755 Preston Road, Ste. 424  
Dallas, Texas 75240

Director: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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**B. Officers:**

President: Barry L. Friedman  
Address: 14755 Preston Road, Ste. 424  
Dallas, Texas 75240

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: Dana Juergensen  
Address: 14755 Preston Road, Ste. 424  
Dallas, Texas 75240

Treasurer: Dana Juergensen  
Address: 14755 Preston Road, Ste. 424  
Dallas, Texas 75240

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324  
Zip Code

**11. 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.

Registered agent's signature: \_\_\_\_\_

C T Corporation System  
(Officer)  
Michael E. Jones, Special Asst. Secretary  
(Typed Name and Title of Officer)

**12. 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.**

**13. \_\_\_\_\_**  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

**14. Dana Juergensen, Secretary**  
(Name and capacity of person signing application)



# The State of Texas

**SECRETARY OF STATE**

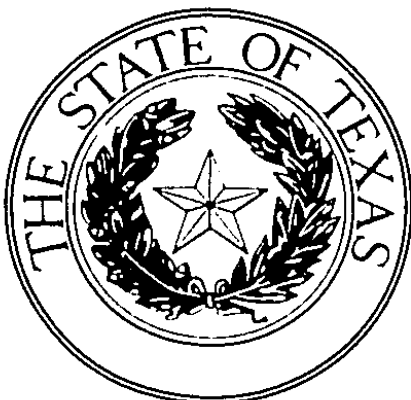
IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of

**CARLYLE CAPITAL MARKETS INC.**

were filed in this office and a certificate of incorporation was issued on  
**JULY 22, 1982;**

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and  
that the corporation is still in existence.**

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DIVISION OF CORPORATIONS  
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*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on February 9, 1995.*

**Antonio O. Garza, Jr.**  
Secretary of State

**DEM**