

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0393 FAX

800-342-8086

F96000002851

CS network
PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 975425 7110774

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 4, 1996

ORDER TIME : 9:29 AM

ORDER NO. : 975425

CUSTOMER NO: 7110774

300001855533
-06/07/96--01030--025
*****78.75 *****78.75

CUSTOMER: Susan J. Stern, Esq
Coyote Capital Management, Inc
126 Stonebriar Boulevard

Jupiter, FL 33458

FOREIGN FILINGS

NAME: COYOTE CAPITAL MANAGEMENT INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 AM 11:34

RECEIVED
96 JUN -7 AM 11:12
DIVISION OF CORPORATION

**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. Coyote Capital Management, 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. State of Delaware, U.S.A. 3. 84-1337121
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 23 April 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Authorization
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.)
7. 126 Stonebriar Boulevard
Jupiter, FL 33458
(Current mailing address)
8. Trading in stocks, bonds, etc. - Personal Funds
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN - 7 AM 11:31

9. Name and street address of Florida registered agent:

Name: Susan J. Stern
Office Address: 126 Stonebriar Boulevard
Jupiter, FL 33458, Florida, 33458
(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.

Susan J. Stern
(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: Susan J. Stern
Address: 126 Stonebriar Boulevard
Jupiter, FL 33458

Vice Chairman: Michael L. Stern
Address: 126 Stonebriar Boulevard
Jupiter, FL 33458

Director: Susan J. Stern
Address: 126 Stonebriar Boulevard
Jupiter, FL 33458

Director: Michael L. Stern
Address: 126 Stonebriar Boulevard
Jupiter, FL 33458

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

President: Susan J. Stern
Address: 126 Stonebriar Boulevard
Jupiter, FL 33458

Vice President: Michael L. Stern
Address: 126 Stonebriar Boulevard
Jupiter, FL 33458

Secretary: Susan J. Stern
Address: 126 Stonebriar Boulevard
Jupiter, FL 33458

Treasurer: Susan J. Stern
Address: 126 Stonebriar Boulevard

Jupiter, FL 33458
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

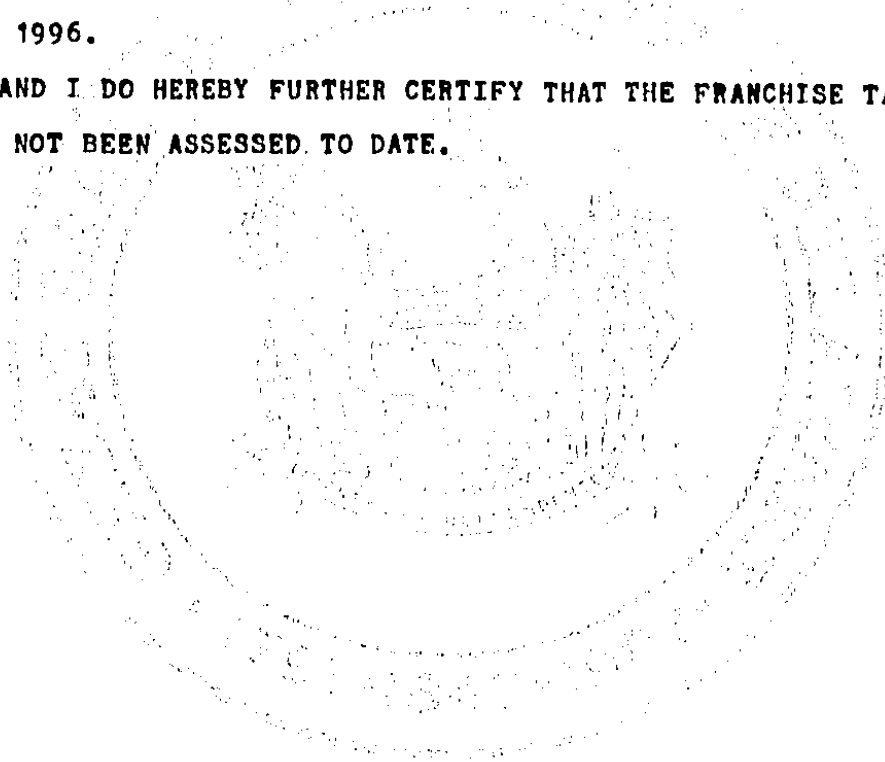
14. Susan J. Stern, Chairman, President, Secretary & Treasurer
(Typed or printed name and capacity of person signing application)

Michael L. Stern, Vice Chairman & Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COYOTE CAPITAL MANAGEMENT, 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 SIXTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 AM 11:34



Edward J. Freel

Edward J. Freel, Secretary of State

2615974 8300

560164403

AUTHENTICATION: 7974956

DATE: 06-06-96