izoi Mays Serêci TALLAHASSUE, FL 32301-2607 904-222-9171

800-342-8086



ACCOUNT NO.

072100000032

REFERENCE

984026

4300092

AUTHORIZATION

COST LIMIT

: \$ 70.00

ORDER DATE: June 11, 1996

3:36 PM

ORDER TIME :

ORDER NO. : 984026

W96-12593

700001860747

CUSTOMER NO:

4300092

CUSTOMER: Norris Nissim, Esq Schulte Roth & Zabel

900 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME:

MILLER CAPITAL MANAGEMENT, INC

XXXX QUALIFICATION

(TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY XXPLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez



June 13, 1990

CSC NETWORKS

RESUBMIT

Please give original submission date as file date.

SUBJECT: MILLER CAPITAL MANAGEMENT, INC.

Ref. Number: W96000012593

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Attached is a printout showing the name conflict; this name reservation was filed by Schulte, Roth & Zabel. If the corporations are linked we can file the name, but we will require a release from Schulte, Roth & Zabel stating that the Limited Liability Corporation for which they have reserved the name is linked to the Corporation which you wish to file.

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: 096A00029453

PATER A. QUERBAUM JAMES N. SPER MANTIN L. SERBOLITO CREGORY P. PREPERAN

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PAUL N, RDT/I MILIAN P, RUZNIH JEFFRY G, GABIN GATHERINE GAMUSLE

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MICHAEL E. MIISTR HORRET D. HARM STEPHER R. MELSER

BURAN O. FRUNKI

SCHULTE ROTH & ZABEL

WOO THIRD AVENUE NEW YORK, N.Y. 100##

(BIR) 758-U404

PADRIMILE NUMBER! ----

TELEX: 485778 DARLEI GLYMPUS HEWYSHK

WHITERS DIRECT NUMBER!

(212) 756-2576

June 20, 1996

-PHILLIPS PRINT, WAS I LUNER PYP GOLFH PLAGLEN BRIVE MEET FALM BEAGN, FLORIDA SAGUI [407] -----

> DIAISICA C 計11:30

PAUL 4, WERER MARIE WEINGARTAN ANGRE WRIGT MILLIAM & GAREL HARR A. HEPPERNT Socretary of State Division of Corporations 409 East Gaines Street Tallahausee, Piorida 32399

> Miller Capital Management, L.L.C. Consent to use of Cornorate Name

Dear Sir or Madam:

Schulte, Roth & Zabal has the name of Miller Capital Management, L.L.C. reserved. As of June 5, 1996, we dissolved Miller Capital Management, L.L.C. and formed Millor Capital Management, Inc.

The two names are interrelated since they are for the same cliept. Consent to use of the corporate name is given to Miller Capital Management, Inc.

If you should have any questions, please feel free to contact me at (212)756-2573. Thank you.

Sincerely.

ayone Kniki Ayama Konishi Logal Assistant

\$82KY\169693×1

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.	(Name of "CORPORAT	ION" or words of learly indicate	he word "INCOR r abbreviation that it is a	RPORATED," "COMPANY," as to like import in l corporation instead of	language, of a			
2.	Delaware							
	(State or	country under	the law of whi	ch it is incorporated	38 39 SE			
3.	JUNE !	5, 1996	4.	Perpetual				
	(Date of	Incorporation)	•	(Duration)	등 기류:			
		:		· •	> 20 × 20 × 20 × 20 × 20 × 20 × 20 × 20			
5.	Applied f		diantin muha	r, if applicable)	OF STATE OF			
	(rederal	empioyer idenci;	cication numbe	er, ir applicable/	3			
6.	Upon qual	ification i			<u> </u>			
,	2665 South (Current M Money Man: (Brief des engaged in	ailing Address)	nature of the	. Coconut Grove. FL				
A. I	IRECTORS:							
Chair	man:	Edmund R. Mille	<u> </u>					
Address:		2665 South Bay Shore Drive. Suite 1101						
		Coconut Grove.	Florida 3313	3				
Vice	Chairman:							
Addre	.ss:							

Director:	
Address:	
Director:	
Address:	
<u>a</u> officers:	**
President:	Edmund R. Miller
Address:	2665 South Bay Shoro Drive. Suite 1101
	Coconut Grove. Florida 33133
Vice President:	
Address	
Secretary:	Carmen Howell
Address:	2665 South Bay Shore Drive. Suite 1101
	Coconut Grove, Florida 33133
Treasurer:	
Address:	
radios.	
(If needed, you may additional officers	attach an addendum to the application listing and/or directors.)

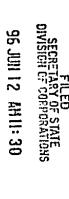
	Office Address:	1201 Haye Stroot				
		Та11аравное	Florida	32301 Zip Code		
1.	Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this 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.					
	Attached is a certification more than 90 day to the Department of other official having jurisdiction under the second of the sec	s prior to delive f State, by the ng custody of cor	ry of this o Secretary o porate reco	application f State or rds in the		
	(Signature of Chairmin number 9 of the a		or any off	icer listed		
	EDMUND R. MILL	ER DOSSING	:NT			

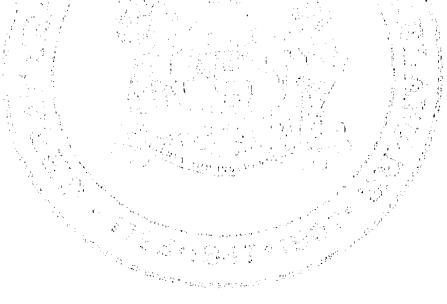
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILLER 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 SEVENTH DAY OF JUNE, A.D. 1996.

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





Edward J. Freel, Secretary of State

AUTHENTICATION:

7977783

DATE:

06-07-96

2631338 8300 960166682