

F96000003908
TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: HEDGE PARTNERS, INCORPORATED
(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:

ROBERT S. SHUSTER
(Name of Person)
HEDGE PARTNERS, INC.
(Firm/Company)
22155 MARTELLA AVE
(Address)
BOCA RATON, FL 33433
(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ROBERT S. SHUSTER at (561) 852-9264
(Name of Person) 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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. HEDGE PARTNERS INCORPORATED
(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. DELAWARE 3. 06-142744
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/17/95 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOT AS OF THIS WRITING 7/17/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 22155 MARTELLA AVENUE
BOCA RATON, FL 33433
(Current mailing address)

8. The nature of the business and the objects and purposes proposed to transact
business is to engage in any lawful act or activity for which corporation may be organized
(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: ROBERT S. SAUSBE

Office Address: 22155 MARTELLA AVE
BOCA RATON, Florida, 33433
(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.


(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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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: ROBERT S. SHUSTER

Address: 22155 MATTELLA AVE
BOCA RATON, FL 33433

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: ROBERT S. SHUSTER

Address: 22155 MATTELLA AVE
BOCA RATON, FL 33433

Vice President: _____

Address: _____

Secretary: ROBERT S. SHUSTER

Address: 22155 MATTELLA AVE
BOCA RATON FL 33433

Treasurer: _____

Address: _____

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

13. Robert S. Shuster, Pres & Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT S. SHUSTER, PRESIDENT & CHAIRMAN
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEDGE PARTNERS, 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 NINETEENTH DAY OF JULY, A.D. 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8034273

07-19-96