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August 8, 1996
57077.112.NAIN

A MEMBER OF GLOBALER
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Qualification/Registration Secretary
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: REGENCY GREEN NATIONAL CORP., a Nevada corporation

Dear Madam or Sir:

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.

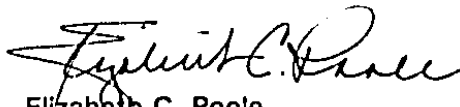
Please return all correspondence concerning this matter to the following:

Elizabeth C. Poole, Legal Assistant
Foley & Lardner
200 Laura Street
Jacksonville, Florida 32202

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

Elizabeth C. Poole or Emerson M. Lotzia at (904) 359-2000

Very truly yours,


Elizabeth C. Poole
Legal Assistant to
Emerson M. Lotzia

Enclosures

FILED
96 AUG -9 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 AUG -9 AM 10:38
DIVISION OF CORPORATION

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**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. REGENCY GREEN NATIONAL CORP.
(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. NEVADA 3. 13-3849007
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. SEPTEMBER 6, 1995 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. SEPTEMBER 8, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155
7. 280 PARK AVENUE - EAST BLDG - 20TH FLOOR
NEW YORK, NEW YORK 10017
(Current mailing address)
8. To own real property and improvements thereon
(Purposes) 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: F & L CORP

Office Address: 200 LAURA STREET

JACKSONVILLE, Florida, 32202
(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.

F & L CORP.

By: William D. King, authorized signatory
(Registered agent's signature)

WILLIAM D. KING, Authorized Signatory

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.

FILED
96 AUG -9 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: William S. Friedman
Address: 290 Park Ave - E Bldg. - 20th Flr.
NY, NY 10017

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: William S. Friedman
Address: 280 Park Ave - E. Bldg. - 20th Flr.
NY NY 10017

Vice President: Bruce Schnitz
Address: same as above

Secretary: Lawrence Hartman
Address: same as above

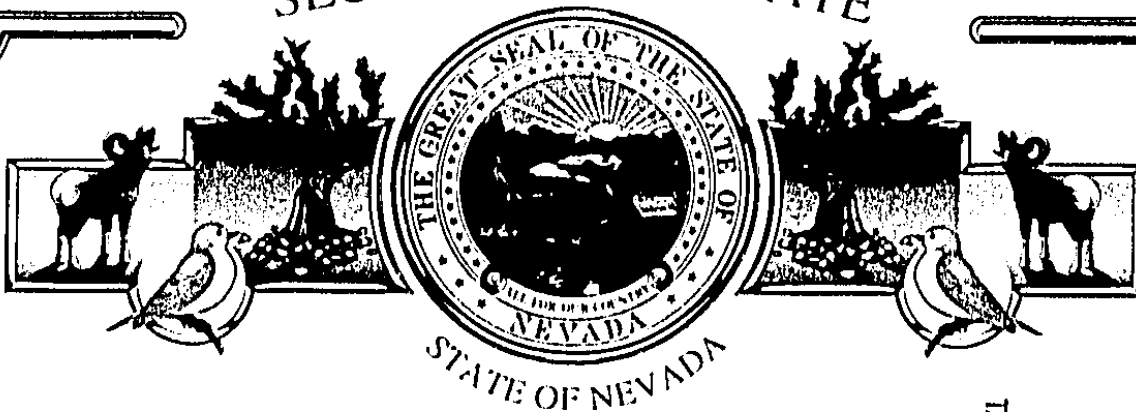
Treasurer: Ivan Roth
Address: same as above

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lawrence Hartman - Secretary
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnership, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **REGENCY GREEN NATIONAL CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 6, 1995, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 30, 1996.



Dean Heller

Secretary of State

By

Rick Jensen

Certification Clerk

FILED
S6 AUG -9 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA