

F 96000004546

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Target Management Corporation
(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:

Andrea Burns
(Name of Person)

Target Capital Group L.L.C.
(Firm/Company)

2650 N. Military Trail, Suite 230
(Address)

Boca Raton FL 33431
(City, State and Zip Code)

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

Andrea Burns at (561) 988-1199
(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1996

ANDREA BURNS
TARGET CAPITAL GROUP L.L.C.
2650 N. MILITARY TRAIL #230
BOCA RATON, FL 33431

SUBJECT: TARGET MANAGEMENT CORP.
Ref. Number: W96C00016952

We have received your document for TARGET MANAGEMENT CORP. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office 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.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 096A00038624

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Mark Kottler, do hereby certify
(Name)

that this Resolution of the Board of Directors of Target Management Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of New York,

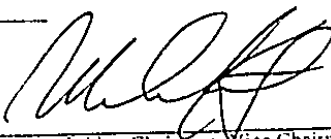
was duly adopted on August 28, 1996.

Be it resolved, that Target Managment Corporation,
(Corporate Name)

organized and existing in the State of New York, hereby adopts the name

Target Insurance Services Corporation for use in Florida.

Dated: 8/28/96



Signature of either Chairman, Vice Chairman or any officer

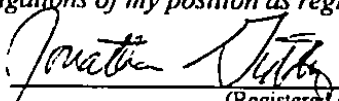
Mark Kottler

Type or print name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Target Management Corporation
(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. New York
(State or country under the law of which it is incorporated)
3. 11-3277013
(FBI number, if applicable)
4. 7/12/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. _____
100 Garden City Plaza, Garden City, NY 11530
(Current mailing address)
8. Sale and Service of Insurance Products
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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)
Jonathan R. Giddings
Assistant Secretary
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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TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Address: _____

Address: _____

Address: 47 High Street, East Rutherford, NJ 07073

14. Mark Kottler ^{President}
(Typed or printed name and capacity of person signing application)

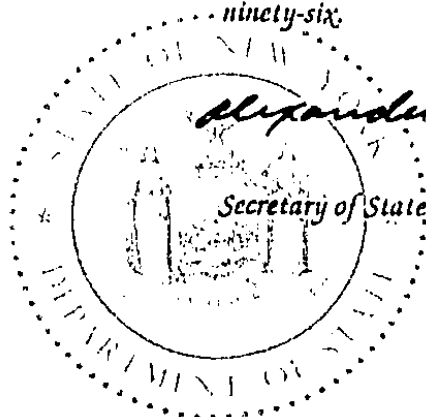
State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of TARGET MANAGEMENT CORP. was filed on 07/12/1995, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of June
one thousand nine hundred and
ninety-six.

Alexander F. Trenchwell

Secretary of State



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TALLAHASSEE, FLORIDA