

F9600004846



ACCOUNT NO. : 072100000032

REFERENCE : 091037 4357736

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 18, 1996

ORDER TIME : 3:16 PM

ORDER NO. : 091037

CUSTOMER NO: 4357736

CUSTOMER: Mr. Thomas J. Gerardi
United Capital Corp.
9 Park Place
4th Floor
Great Neck, NY 11021

500001352345
-09/20/96-01015-003
****\$70.00 ****\$70.00

0396-19844

FOREIGN FILINGS

NAME: TH CAPITAL, GP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

SECRETARY OF STATE

54 SEP 19 PM 4:17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 AM 11:50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 SEP 20 AM 11:26
DIVISION OF CORPORATIONS

September 20, 1996

CSC NETWORKS INC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: TH CAPITAL GP, INC.
Ref. Number: W96000019844

We have received your document for TH CAPITAL GP, INC. and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 096A00043469

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 29 AM 11:50

**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. TH Capital, GP, 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. Rhode Island 3. Applied For
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. August 30, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 25, 1996 Est.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1140 Reservoir Avenue, Cranston, RI 02920
(Current mailing address)
8. Real Estate Investment
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Patricia Piguto
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 SEP 19 AM 11:50

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Elizabeth Procaccianti

Address: 1140 Reservoir Avenue

Cranston, RI 02920

Director: _____

Address: _____

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

President: Elizabeth Procaccianti

Address: 1140 Reservoir Avenue

Cranston, RI 02920

Vice President: _____

Address: _____

Secretary: Elizabeth Procaccianti

Address: 1140 Reservoir Avenue

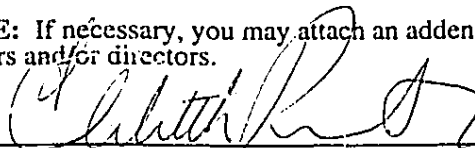
Cranston, RI 02920

Treasurer: Elizabeth Procaccianti

Address: 1140 Reservoir Avenue

Cranston, RI 02920

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

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

14. Elizabeth Procaccianti President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 AM 11:50



State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

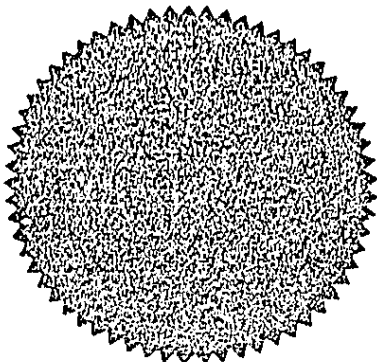
I, James R. Langevin, Secretary of the State of Rhode Island and
Providence Plantations, **HEREBY CERTIFY** that
TH Capital GP, Inc.

a Rhode Island corporation, filed original articles of Incorporation
in this office on the thirtieth day of August A.D., 19 96 ;

I **FURTHER CERTIFY** that said corporation is now of record and in
good standing in this office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed the seal of the
State of Rhode Island this nineteenth
day of September A.D., 19 96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 AM 11:50



James R. Langevin
Secretary of State

By Kelly E. P. [Signature]
Acting Deputy Secretary of State