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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-11/01/96--01087--008
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SUBJECT: QUANTUM CAPITAL CORPORATION d/b/a
DIVERSIFIED CAPITAL MARKETS, INC.
(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:

NANCY A. VARGO
(Name of Person)
DIVERSIFIED CAPITAL MARKETS
(Firm/Company)
1200 OLD HENDERSON ROAD
(Address)
COLUMBUS, OHIO 43220-3606
(City, State and Zip Code)

Name Availability	<i>OK</i>
Document Examiner	GSH
Updater	GSH
Verifier	GSH
Acknowledgement	GSH
W. P. Verityer	GSH

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

NANCY A. VARGO at (614) 451 - 5806
(Name of Person) Area Code & Daytime Telephone Number

F96-5659

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

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Thomas L. Dooley, do hereby certify that this Resolution of the Board of Directors of Quantum Capital Corporation, a corporation duly organized and existing under the laws of the State of Ohio, was duly adopted on October 24, 1996

Resolved, that Quantum Capital Corporation, organized and existing in the State of Ohio, hereby adopts the name Diversified Capital Markets, Inc. for use in Florida.

Dated: 10/24/96
Signature of at least one director
Thomas L. Dooley

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:

- 10. Registered agent's acceptance:**

Joseph Salas
(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.

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: THOMAS L. DOOLEY

Address: 811 WACKEMAN COURT WESTERVILLE, OHIO 43018 43081

Vice Chairman: _____

Address: _____

Director: NANCY A. VARGO

Address: 721 HIGHLAND DRIVE COLUMBUS, OHIO 43214

Director: _____

Address: _____

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

President: NANCY A. VARGO

Address: 721 HIGHLAND DRIVE COLUMBUS, OHIO 43214

Vice President: _____

Address: _____

Secretary: THOMAS L. DOOLEY

Address: 811 WACKEMAN COURT WESTERVILLE, OHIO 43081

Treasurer: _____

Address: _____

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

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

14. NANCY A. VARGO, PRESIDENT
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **QUANTUM CAPITAL CORPORATION**, an Ohio corporation, Charter No. 884465, having its principal location in Columbus, County of Franklin, was incorporated on October 27th, 1994 and is currently in **GOOD STANDING** upon the records of this office.*



WITNESS my hand and official
seal at Columbus, Ohio this
23rd day of October, A.D., 1996

Bob Taft

Bob Taft
Secretary of State