

F97000005845

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Assured Capital Management, 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:

Robert J. Brown, Jr.
(Name of Person)
Assured Capital Management, Inc.
(Firm/Company)
280 Sunset Avenue
(Address)
Palm Beach, FL 33480-3812
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -4 AM 8:05
mtu
11/5

900002337489--6
-11/04/97--01048--001
*****70.00 *****70.00

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

Robert J. Brown, Jr. at (561) 655-3999
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**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. Assured Capital Management, 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. Massachusetts
(State or country under the law of which it is incorporated)
3. Applied For
(FEI number, if applicable)
4. September 26, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 280 Sunset Avenue
Palm Beach, Florida 33480-3812
(Current mailing address)
8. To render investment advisory and related services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Robert J. Brown, Jr.
6850 VILLAS DRIVE SOUTH
~~280 Sunset Ave.~~
BOCA RATON
Palm Beach

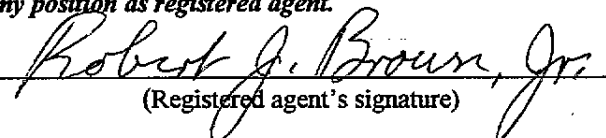
Office Address: 33433
33480-3812

Florida, 33433
33480-3812
(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -4 AM 8:06

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.

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 J. Brown, Jr.

Address: 6850 Villas Drive South

Boca Raton FL 33433

Director:

~~Vice Chairman~~ James S. Dryer

Address: 80 Middle Road

Palm Beach, FL 33480

Director: George D. Buckner, II

Address: 1761 South Flagler Drive - No. 205

West Palm Beach, FL 33401

Director: John B. Haggin

Address: 4469 130th Avenue South, Wellington, FL 33414

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -4 AM 8:06

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

President: John S. Dryer

Chairman: Robert J. Brown, Jr.

Address: 80 Middle Road

Address see above

Palm Beach, FL 33480

Vice President: Count Adrian J. T. de Suiza

Address: 400 North Flagler Drive - No. 1506

West Palm Beach, FL 33401

Secretary: Lawrence A. Kletter

Address: 15 Hamlin Road

Newton Centre, MA 02159

VICE PRESIDENT AND

Treasurer: Farouk Hammad

PHB

Address: One 5th Avenue South

South Palm Beach, FL 33460

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

13. *Robert J. Brown, Jr.*

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

14. Chairman

(Typed or printed name and capacity of person signing application)



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

October 31, 1997

To Whom It May Concern :

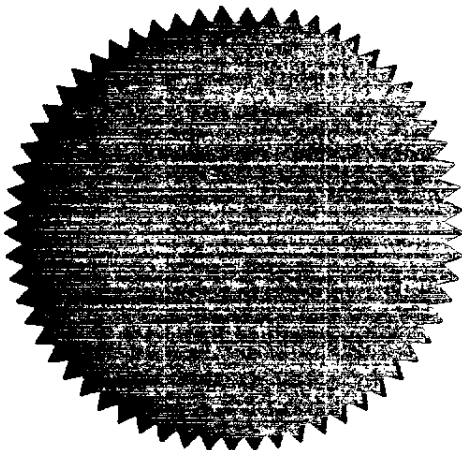
I hereby certify that,

Assured Capital Management, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **September 29, 1997**.

I also certify that so far as appears of record here, said corporation still has legal existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -4 AM 8:06



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.