



CorpAmerica, Inc.

30 Old Rudnick Lane • Dover, Delaware 19901 • (302) 736-4300 • Fax: (302) 736-5620
Toll Free: (888) 736-4300 • Internet: <http://www.corpamerica.com>

F970000006574

November 26, 1997

Corporate Records Bureau
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

W97-26808

000002360310--3
-12/02/97--01030--001
*****20.00 *****20.00

RE: CAPITAL ASSOCIATES OF NEW YORK, INC.

Dear Corporations:

Please file the enclosed Application by Foreign Corporation, for the above referenced corporation in the State of Florida. Also enclosed is our check for \$20 to cover the necessary filing fees.

Please return the filed document to:

CorpAmerica, Inc.
Rose L. Redman
30 Old Rudnick Lane
Dover, DE 19901

000002860310--3
-12/22/97--01015--001
*****50.00 *****50.00

If you have any questions or problems, please feel free to contact me toll free at 888-736-4300. Thank you very much.

Sincerely,

Rose L. Redman
Rose L. Redman
Corporate Specialist

Enclosures

CORAFORD

FF \$70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

CORPAMERICA, INC.
ROSE L. REDMAN
30 OLD RUDNICK LANE
DOVER, DE 19901

SUBJECT: CAPITAL ASSOCIATES OF NEW YORK, INC.
Ref. Number: W97000026808

We have received your document for CAPITAL ASSOCIATES OF NEW YORK, INC. and check(s) totaling \$20.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$50.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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 (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 197A00056838

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:

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RECEIVED
TALLAHASSEE
FLORIDA

1. Capital Associates of New York, 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. New York
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. 11/17/97
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o Nixon, Hargrave, Devans & Doyle, LLP
P.O. Box 1051, Clinton Square, Rochester, New York 14603.
(Current mailing address)
8. 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: CorpAmerica, Inc.
Office Address: 1525 S. Andrews Ave., Suite 216
Ft. Lauderdale, Florida, 33316
(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.

CorpAmerica, Inc.

By: Rose L. Redman, Assistant Secretary
(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: Daniel E. Gill
Address: 350 Ambassador Drive
Rochester, New York 14610

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Daniel E. Gill
Address: 350 Ambassador Drive
Rochester, New York 14610

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

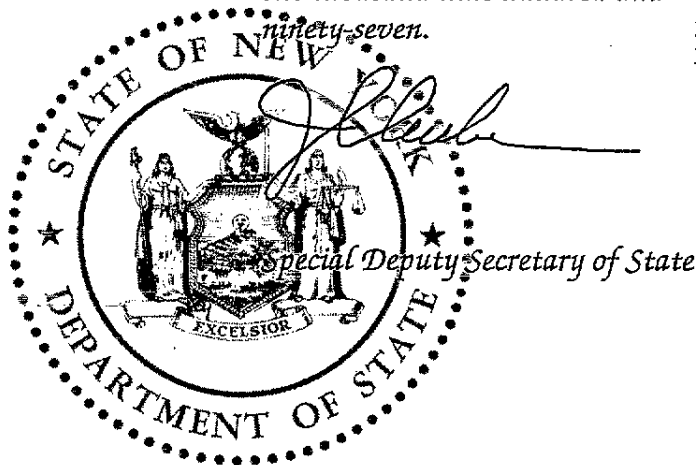
14. Daniel E. Gill, Chairman and President
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of CAPITAL ASSOCIATES OF NEW YORK, INC. was filed on 11/17/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of November
one thousand nine hundred and
ninety-seven.



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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA