

F97000006752

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EAM ASSET MANAGEMENT CORP.
(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:

Richard W. Winesett
(Name of Person)

Avery, Whigham & Winesett, P.A.
(Firm/Company)

P.O. Drawer 610
(Address)

Fort Myers, FL 33902-0610
(City/State/Zip)

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

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Richard W. Winesett at (941) 334-7040
(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. EAM ASSET MANAGEMENT CORP.

(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. Delaware

(State or country under the law of which it is incorporated)

3. 65-0725982

(FEI number, if applicable)

4. December 18, 1996

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. September 15, 1997

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Post Office Box 1507

Sanibel, FL 33957-1507

(Current mailing address)

8. any lawful activity including owning, licensing and maintaining trademarks

(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: Richard W. Winesett

Office Address: 2248 First Street

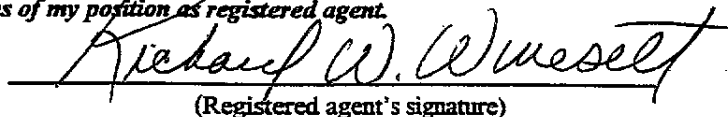
Fort Myers

Florida, 33901

(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)

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)

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

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: Neal W. Kluger

Address: 45-31 Court Square

Kibg Uskabd City, NY 11101

Director: Ralph Goffer

Address: 10 Mary Drive

Hewlett Bay Park, NY 11557

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

President: Alan T. Gish

Address: 702 Anchor Drive,

Sanibel, FL 33957

Vice President: None

Address: _____

Secretary: Richard W. Winesett

Address: 2248 First Street

Fort Myers, FL 33901

Treasurer: Alan T. Gish

Address: 702 Anchor Drive

Sanibel, FL 33957

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. Richard W. Winesett, Secretary

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

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ADDEDUM

Continuaction of number 12 A. Directors

Director: Michael J. Holden

Address: 236 Landings Boulevard

Weston, FL 33327

Director: Richard W. Winesett

Address: 2248 First Street

Fort Myers, FL 33901

Director: Charles F. Connone

Address: 100 Linton Towers

100 East Linton Boulevard #306A

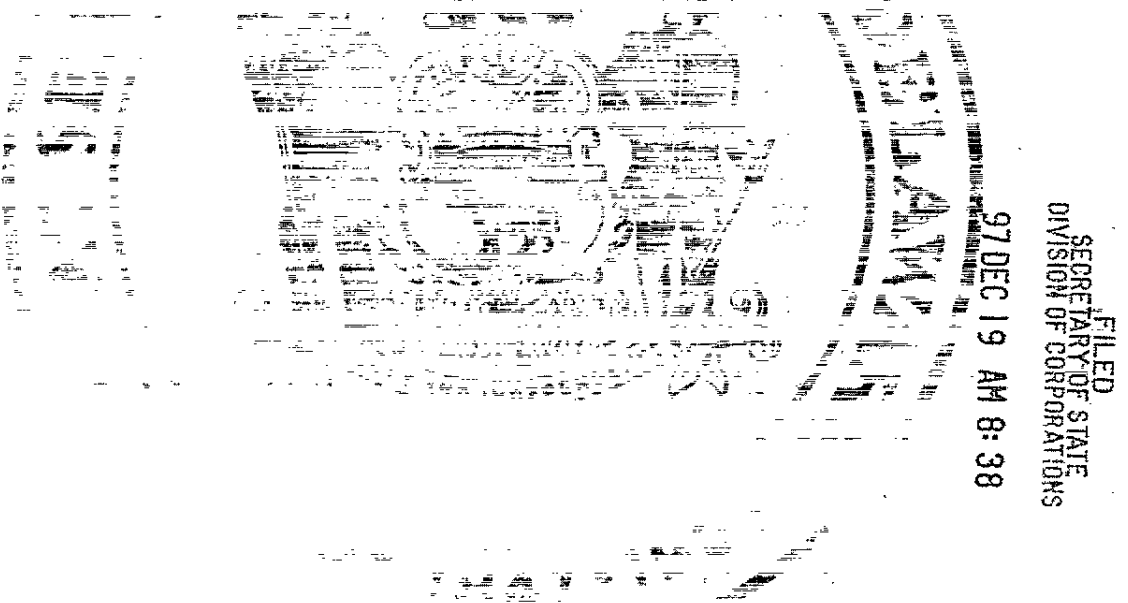
Delray Beach, FL 33348

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EAM ASSET MANAGEMENT CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1997.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 8760039

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