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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100002379101--4
-12/22/97--01067--009
*****70.00 *****70.00

SUBJECT: Berean Capital Incorporated
(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:

Carol Berberich
(Name of Person)

Berean Capital
(Firm/Company)

300 S. Wacker Drive, Suite 1720
(Address)

Chicago, IL 60606
(City/State/Zip)

W97-28450

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

Carol Berberich
(Name of Person)

at (312) 986-8200
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 22, 1997

CAROL BERBERICH
BEREAN CAPITAL INC.
300 S. WACKER DR, SUITE 1720
CHICAGO, IL 60606

SUBJECT: BEREAN CAPITAL INCORPORATED
Ref. Number: W97000028450

We have received your document for BEREAN CAPITAL INCORPORATED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 397A00060033

**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. Berean Capital Incorporated
(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. 36-3653169
(FEI number, if applicable)
4. 6/8/89
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualifications
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Berean Capital, Incorporated, 300 S. Wacker Dr- #1720
Chicago, IL 60606
(Current mailing address)
8. Broker dealer selling securities
(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 acceptable)**
Name: James Harris
Office Address: 4824 Cypress Woods Drive, Suite 269
Orlando Florida 32811
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: Dudley Brown, Jr.

Address: 300 S. Wacker Drive #1720 Chicago, IL 60606

Vice Chairman: _____

Address: _____

Director: Zirl Smith

Address: 300 S. Wacker Drive #1720 Chicago, IL 60606

Director: _____

Address: _____

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

President: Dudley Brown, Jr.

Address: 300 S. Wacker Drive # 1720 Chicago, IL 60606

Vice President: _____

Address: _____

Secretary: Zirl Smith

Address: 300 S. Wacker Drive--1720

Chicago, IL 60606

Treasurer: Carol Berberich

Address: 300 s. Wacker Drive--1720

Chicago, IL 60606

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

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

14. Dudley Brown, Jr, President
(Typed or printed name and capacity of person signing application)

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 "BEREAN CAPITAL INCORPORATED" 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8773232

11-24-97

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