

F98000000305



ACCOUNT NO. : 072100000032

REFERENCE : 670162 88579A

AUTHORIZATION

COST LIMIT : \$ 122.50

Patricia. P...

ORDER DATE : January 15, 1998

ORDER TIME : 11:14 AM

ORDER NO. : 670162-005

CUSTOMER NO: 88579A

200002404132--7

CUSTOMER: Mr. Brian K. Wade
Lewis Schiller
160 Broadway, Suite 901

New York, NY 10038

FOREIGN FILINGS

NAME: SIS CAPITAL CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:21

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1/20

RECEIVED
98 JAN 20 AM 8:42
DIVISION OF CORPORATION

**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:**

1. SIS CAPITAL 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. 13-3299631

(FEI number, if applicable)

4. 08/22/85

(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. 2424 NORTH FEDERAL HIGHWAY, SUITE #110

BOCA RATON, FLORIDA 33431

(Current mailing address)

8. Any lawful act or activity for which corporations may be organized.
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE

Florida, 32301

(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.

By: Carol K. Doh

(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: LEWIS S. SCHILLER

Address: 160 BROADWAY, SUITE #901
NEW YORK, NEW YORK 10038

Vice Chairman: NONE

Address: N/A

N/A

Director: NORMAN J. HOSKINS

Address: 160 BROADWAY, SUITE #901
NEW YORK, NEW YORK 10038

Director: E. GERALD KAY

Address: 160 BROADWAY, SUITE #901
NEW YORK, NEW YORK 10038

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

President: LEWIS S. SCHILLER

Address: 160 BROADWAY, SUITE #901
NEW YORK, NEW YORK 10038

Vice President: NONE

Address: N/A

N/A

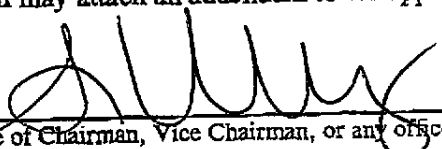
Secretary: GRAZYNA B. WNUK

Address: 160 BROADWAY, SUITE #901
NEW YORK, NEW YORK 10038

Treasurer: GEORGE W. MAHONEY

Address: 2424 NORTH FEDERAL HIGHWAY, SUITE #110
BOCA RATON, FLORIDA 33431

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.)

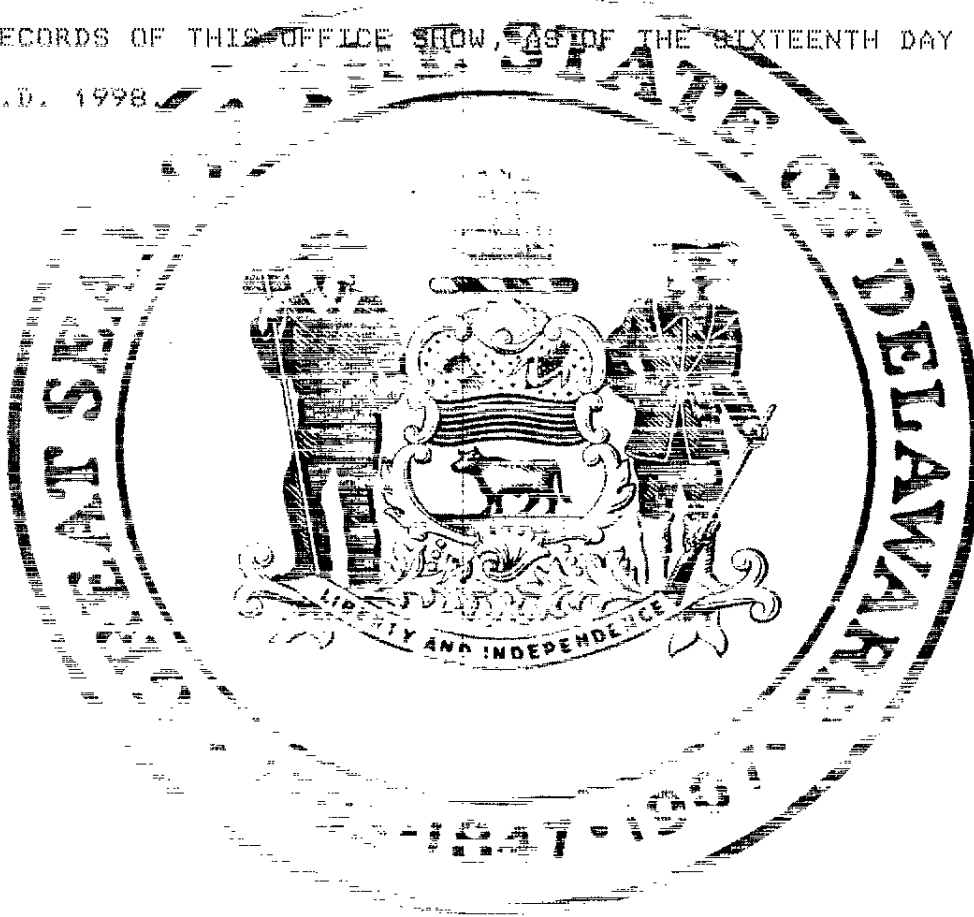
14. GEORGE W. MAHONEY, TREASURER

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:2

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIS CAPITAL 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 SIXTEENTH DAY OF JANUARY, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:21



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8870547

01-16-98