

Document Number Only
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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

400002440164--4
-02/25/98--01025--003
*****70.00 *****70.00

CORPORATION(S) NAME

Convergent Capital Corporation

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc Filing |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Walk In | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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FEB 25 1998

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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. Convergent Capital Corporation

(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. Colorado

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

3. 84-1437158

(FEI number, if applicable)

4. October 6, 1997

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 67 Inverness Drive East, #110, Englewood, Colorado 80112

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized
do business under the Colorado Business Corporation Act.

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Marcia J. Sunahara

(Registered agent's signature) (Officer)

Marcia J. Sunahara, Asst. Vice Pres.

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Martin E. Freidel, President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Convergent Capital Corporation**

1. John R. Evans
67 Inverness Drive East, #110
Englewood, Colorado 80112
2. Philip G. Allen
67 Inverness Drive East, #110
Englewood, Colorado 80112
3. Keith V. Burge
67 Inverness Drive East, #110
Englewood, Colorado 80112

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Convergent Capital Corporation**

1. John R. Evans, Chief Executive Officer
67 Inverness Drive East, #110
Englewood, Colorado 80112
2. Martin E. Freidel, President
67 Inverness Drive East, #110
Englewood, Colorado 80112
3. Patrick von Tscharner, Vice President
67 Inverness Drive East, #110
Englewood, Colorado 80112
4. Philip G. Allen, Secretary
67 Inverness Drive East, #110
Englewood, Colorado 80112
5. John J. Phibbs, Treasurer
67 Inverness Drive East, #110
Englewood, Colorado 80112

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

CONVERGENT CAPITAL CORPORATION
(COLORADO CORPORATION)

FILE # 19971159331 WAS FILED IN THIS OFFICE ON October 0
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: February 17, 1998

Victoria Buckley

SECRETARY OF STATE

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DIVISION