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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400002471764--3

-03/30/98--01026--002

\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

UniCapital Corporation

98/3/30

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☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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Acknowledgment

W.P. Verifier

MAR 30 1998

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. UniCapital 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. Delaware  
(State or country under the law of which it is incorporated)
3. 65-0788314  
(FEI number, if applicable)
4. October 9, 1997  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. March 27, 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))
7. 111 Kane Concourse, Suite 301  
Bay Harbour Island, FL 33154  
(Current mailing address)
8. Equipment Leasing  
(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 obligations of my position as registered agent.*

C T CORPORATION SYSTEM

Connie Bryan  
(Registered agent's signature) (Officer)  
**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**  
(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: Robert J. New

Address: 111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Vice Chairman: Bruce E. Kropschot

Address: 111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Director: Jonathan J. Ledecy

Address: 111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Director: Vincent W. Eades

Address: 111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

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B. OFFICERS

President: Robert J. New

Address: 111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Vice President: Martin Kalb

Address: 111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Secretary: Robert J. New

Address: 111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Treasurer: Jonathan New

Address: 111 Kane Concourse, Suite 301

Bay Harbor Island, FL 33154

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. Robert J. New, Chairman of the Board

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

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**ADDENDUM TO APPLICATION**

**I. ADDITIONAL DIRECTORS**

John A. Quelch  
111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Anthony K. Shriver  
111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

**II. ADDITIONAL OFFICERS**

Steven E. Hirsch, Executive Vice President  
111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Glen Stein, Senior Vice President  
111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

Theodore J. Rogenski, Chief Operating Officer  
111 Kane Concourse, Suite 301  
Bay Harbor Island, FL 33154

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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 "UNICAPITAL CORPORATION" 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-SEVENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2799534 8300

DATE:

8998146

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03-27-98