

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Foreign

1.) GNR Asset management, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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4.) \_\_\_\_\_  
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(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

5/13

FILED  
SECRETARY OF STATE  
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DEPARTMENT OF STATE  
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TALLAHASSEE, FLORIDA

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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. GNB Asset Management, Inc.  
(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 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May, 1998 5. Perpetual  
(Date of Incorporation) (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 817.155, F.S.)

7. 2925 Aventura Boulevard, Suite 308  
Aventura, Florida 33180  
(Current mailing address)

8. Investments  
(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: Lawrence N. Rosen

Office Address: 2925 Aventura Boulevard, Suite 308

Aventura, Florida, 33180  
(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.*

Lawrence N. Rosen  
(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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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: Lawrence N. Rosen

Address: 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180

Vice Chairman: Corinne Rosen

Address: 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Lawrence N. Rosen

Address: 2925 Aventura Boulevard, Suite 308

Aventura, Florida 33180

Vice President: Corinne Rosen

Address: 2925 Aventura Boulevard, Suite 308

Aventura, Florida 33180

Secretary: Corinne Rosen

Address: 2925 Aventura Boulevard, Suite 308

Aventura, Florida 33180

Treasurer: Lawrence N. Rosen

Address: 2925 Aventura Boulevard, Suite 308

Aventura, Florida 33180

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

13. Lawrence N. Rosen  
(signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lawrence N. Rosen, President  
(typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GNB ASSET MANAGEMENT, INC." 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 TWELFTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GNB ASSET MANAGEMENT, INC." WAS INCORPORATED ON THE TWELFTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9077019

DATE: 05-12-98