

F98000003223

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300002529433--8
-05/19/98--01077--002
*****78.75 *****78.75

SUBJECT: Crimson Financial, Inc.
(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:

Larry E. Jacobs

(Name of Person)

Norton, Jacobs, Kuhn & McTopy

(Firm/Company)

11111 Bagby, Suite 2450

(Address)

Houston, Texas 77002

(City/State/Zip)

W98-11503

no conflict
w/ M97-265
same officer

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

Larry E. Jacobs

(Name of Person)

at (713) 659-1131
(Area Code & Daytime Telephone Number)

98 JUN 18 PM 2:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

W 6/8

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

NORTON, JACOBS, KUHN & McTOPY, L.L.P.

ATTORNEYS AT LAW
TEXACO HERITAGE PLAZA
1111 BAGBY
SUITE 2450
HOUSTON, TEXAS 77002
TELEPHONE (713) 659-1131
FAX (713) 659-7341

June 3, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Ms. Lee Rivers
Document Specialist

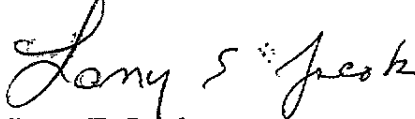
Re: Crimson Financial, Inc.
Ref. Number: W98000011503

Dear Ms. Rivers:

Enclosed is the revised Application by Foreign Corporation for Authorization to transact Business in Florida for Crimson Financial, Inc. Pursuant to your letter of May 20, 1998, we have inserted in line item 6 "upon qualification". Please advise me if there is anything further which needs to be done. I am assuming you kept the check for the filing fee.

Sincerely,

NORTON, JACOBS, KUHN & McTOPY, L.L.P.


Larry E. Jacobs

LEJ/nlr
Enclosure

cc: Ms. Janice Curry (w/encl.)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1998

LARRY E. JACOBS
NORTON, JACOBS, KUHN & MCTOPY
11111 BAGBY, SUITE 2450
HOUSTON, TX 77002

SUBJECT: CRIMSON FINANCIAL, INC.
Ref. Number: W98000011503

We have received your document for CRIMSON FINANCIAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 798A00028200

**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. Crimson Financial, 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. Texas
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. March 20, 1998
(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 817.155, F.S.))
7. 200 West Lake Boulevard, Suite 700, Houston, Texas 77079
(Current mailing address)
8. real estate brokerage business
(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)

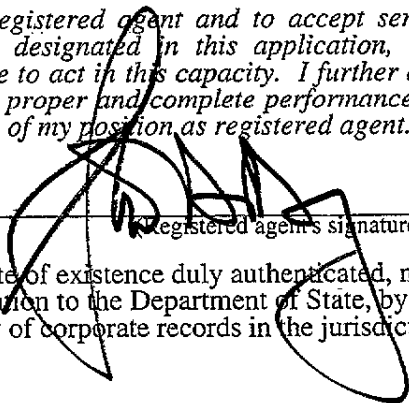
Name: Stuart D. Downey

Office Address: 5900 N. Andrews Ave. Ste. 627

Ft. Lauderdale, Florida, 33309
(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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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Dean Patrinely

Address: 200 West Lake Boulevard, Suite 700, Houston, Texas 77079

Director: Leonard J. O'Donnell

Address: 4800 Hampden Lane, Suite 920

Bethesda, Maryland, 20814

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

President: Dean Patrinely

Address: 200 West Lake Boulevard, Suite 700, Houston, Texas 77079

Vice President: Leonard J. O'Donnell

Address: 4800 Hampden Lane, Suite 920, Bethesda, Maryland 20814

Secretary: Michael E. Nicholls

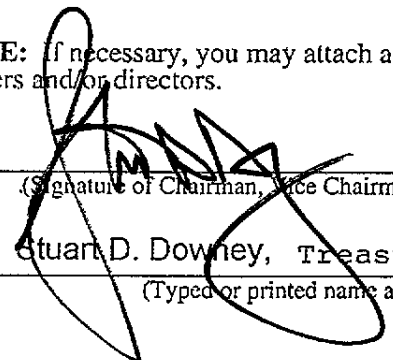
Address: 200 West Lake Boulevard, Suite 700, Houston, Texas 77079

Treasurer: Stuart D. Downey

Address: 5900 N. Andrews Ave., Suite 627

Ft. Lauderdale, Florida 33309

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. Stuart D. Downey, Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA
SECRETARY OF STATE



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CRIMSON FINANCIAL, INC.
File No. 148332-0

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 12, 1998.*

Alberto R. Gonzales

DLM

Alberto R. Gonzales
Secretary of State