

F98000005876

CARLOS J. BERROCAL
ROBERT V. WILKINS
JANE S. HUNSTON
JAMES L. GREEN

BERROCAL & WILKINS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

TEQUESTA CORPORATE CENTER

SUITE 304

250 TEQUESTA DRIVE

TEQUESTA, FLORIDA 33469

TEL: (561) 746-7455

FAX: (561) 746-6933

ROYAL PALM FINANCIAL CENTER
SUITE 311
755 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994
TEL: (561) 217-0802

WEBSITE

www.berrocal.com

*ALSO ADMITTED IN DISTRICT OF COLUMBIA
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO & COLORADO
*ALSO ADMITTED IN ILLINOIS
*BOARD CERTIFIED CIVIL TRIAL LAWYER
*BOARD CERTIFIED REAL ESTATE ATTORNEY
*BOARD CERTIFIED BUSINESS LITIGATION LAWYER

October 15, 1998

Department of State
Qualification/Registration Sec
Devision of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: GFS HOLDINGS CO.
Application by Foreign Corporation for Authorization
to transact business in Florida
Our File # 1799 - 97726

Ladies and Gentlemen:

In connection with the above client, please find enclosed the following:

1. Check in the amount of \$78.75;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Transmittal Letter
4. Certificate of Existence;

400002669124--2
-10/21/98--01055--005
*****78.75 *****78.75

The enclosed fees represent the following costs:

\$ 70.00	Filing Fee - Application
\$ 8.75	Certificate of Status
\$ 78.25	TOTAL ENCLOSED

Please file the enclosed Application and provide me with a certificate of status for my records by regular mail. Thank you for your assistance. If you have any questions or comments please call me immediately.

Very truly yours,

Betty Bowie
Betty Bowie
Legal Assistant to
Carlos J. Berrocal

/bjw
enclosures
cc: Philip Weintraub
[F:\1799\capital.ltr]

FILED
98 OCT 21 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10/21

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: GFS HOLDINGS CO.
(Name of corporation)

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:

PHILIP WEINTRAUB
(Name of Person)
GFS HOLDINGS CO.
(Firm/Company)
104 Monterey Pointe Dr.
(Address)
Palm Beach Gardens, FL 33418
(City, State and Zip Code)

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

Carlos J. Berrocal, Esq. at (561) 746-7771 7455
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. G FS HOLDINGS CO.
(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. 51-0383363
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/19/98 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 617.156, F.S.)

7. Corporation Trust Center
1209 Orange Street, Wilmington, Delaware 19801
(Current mailing address)

8. Providing service to financial services industry and related activities
(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: Philip Weintraub

Office Address: 104 Monterey Pointe Drive

Palm Beach Gardens, Florida, 33418
(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.

Philip Weintraub
(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.

FILED
98 OCT 2 PM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: Philip Weintraub

Address: 104 Monterey Pointe Drive

Palm Beach Gardens, Fl 33418

Vice Chairman:

Address:

Director: Philip Weintraub

Address: 104 Monterey Pointe Drive

Palm Beach Gardens, Fl 33418

Director:

Address:

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

President: Philip Weintraub

Address: 104 Monterey Pointe Drive

Palm Beach Gardens, Fl 33418

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13. Philip Weintraub - President/CEO
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Philip Weintraub
(Typed or printed name and capacity of person signing application)

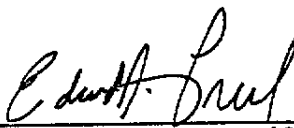
FILED
98 OCT 21 PM 11:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GFS HOLDINGS CO." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1998.

FILED
98 OCT 21 PM 5:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

2935291 8300

981350994

AUTHENTICATION: 9299461

DATE: 09-14-98