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COUNSELORS AT LAW

February 8, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: South Beach Capital Markets Incorporated

100002769801---7
-02/09/99--01080--002
*****78.75 *****78.75

Dear Sir/Madam:


W49-3304

On behalf of the above-referenced Wisconsin company, we enclose herewith the Application by Foreign Corporation for Authorization to Transact Business in Florida, with a Certificate of Existence from Wisconsin. We have enclosed our client's check for \$78.75 made payable to the Florida Department of State.

We ask that you return a copy of the enclosed document to our attention, once it has been filed, along with the Certificate of Status. We have provided a self-addressed, stamped envelope for your convenience.

Should you have any questions, please contact me.

Sincerely,


Craig C. Glorioso
Paralegal

Enclosures

FILED
99 FEB 10 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W49-3304

MI01A/88775.1

**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. SOUTH BEACH CAPITAL MARKETS INCORPORATED

(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. WISCONSIN

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

3. 39-1729884

(FEI number, if applicable)

4. FEB 3, 1992

(Date of incorporation)

5. PERPETUAL

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

6. 28 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)

per phone msg taken by MM

7. 225 E. MASON STREET #401

MILWAUKEE, WI 53202

(Current mailing address)

8. INVESTMENT BANKING - STOCK BROKERAGE

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: JOHN S. FLETCHER

Office Address: 200 S. BISCAYNE BLVD #5300

MIAMI, Florida, 33131-2339

(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.

John S. Fletcher

(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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99 FEB 10 AM 9:34
TALLAHASSEE FLORIDA
SECRETARY OF STATE

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: JOHN F. COLLOPY

Address: 4045 Sheridan Avenue
Miami Beach, Florida 33140

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: JOHN F. COLLOPY

Address: 4045 Sheridan Avenue
Miami Beach, Florida 33140

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. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOHN F. COLLOPY, CHAIRMAN

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOM NEW
180 181 185

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

SOUTH BEACH CAPITAL MARKETS INCORPORATED

is a domestic corporation organized under the laws of this state and that its date of incorporation is February 4, 1992.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I further certify that corporation has not yet completed its initial report year and, accordingly, has not yet filed an annual report under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats.; and that said corporation has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on February 4, 1999.

RICHARD L. DEAN, Secretary
Department of Financial Institutions

BY: *Anne Plessl*



Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.