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LEVETT, ROCKWOOD & SANDERS

PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

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RECEIVED

FEB 10 99

Office of General Counsel
Department of State

February 9, 1999

Via FedEx

Gerard T. York, Esq.
Assistant General Counsel
Office of General Counsel
Florida Department of State
LL-10, The Capitol
Tallahassee, Florida 32399-0250

100002773631-2
-02/12/99--01030--002
***2665.00 ***2665.00

Re: Brakeley, John Price Jones Inc.

100002773631-2
-02/12/99--01030--003
*****78.75 *****78.75

Dear Mr. York:

In accordance with your facsimile of February 5, 1999 (copy attached), enclosed are the following documents to apply for the subject corporation's authority to do business in Florida:

1. Application by Foreign Corporation For Authorization to Transact Business in Florida.
2. Certificate of existence from the State of Connecticut.
3. Two checks in the respective amounts of \$2,665.00 and \$78.75 in payment of the agreed annual report fees and penalties and the fee for filing the Application and obtaining certificate of status.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 12 PM 2:02

I would appreciate your having evidence of the qualification in Florida returned to me at the address indicated above. A preaddressed envelope has been enclosed for the return of this evidence. Should you require any further documents to effect this qualification, please give me a call.

rk 2/12

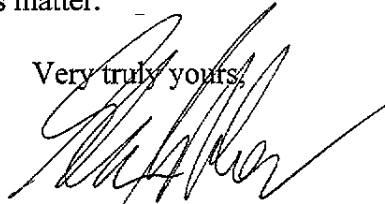
Gerard T. York, Esq.

-2-

February 9, 1999

Thank you again for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Ella H. Weber', written over the typed name.

Ella H. Weber
Paralegal

EHW:kag

Enclosures

cc: Barbara A. Young, Esq.
Ms. Mary Mattoni



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 10, 1999

RE: Brakeley, John Price Jones, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1995 of \$665.00 and foreign non-qualified penalties for the same period of \$ 2000.00 assessed at the statutory minimum of \$ 500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

**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. BRAKELEY, JOHN PRICE JONES 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. CONNECTICUT 3. 06-1064416
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/4/82 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2777 Summer Street
Stamford, CT 06905
(Current mailing address)

8. Fund Raising Consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

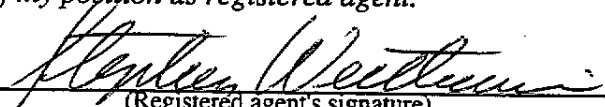
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Mr. Stephen Wertheimer

Office Address: 23205 Via Stel
Boca Raton , Florida , 33433
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: George A. Brakeley III

Address: 138 East Avenue
New Canaan, CT 06840

~~MANAGING~~ DIRECTOR: Charles E. Lawson
~~Vice Chairman~~

Address: 23 Locust Lane
Stamford, CT 06905

~~MANAGING~~ Director: Irwin Brod

Address: 34 Range Drive
Merrick, NY 11566

~~MANAGING~~ Director: Barry T. O'Hare

Address: 4212 Whitacre Road
Fairfax, VA 22032

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

President: George A. Brakeley III

Address: 138 East Avenue
New Canaan, CT 06840

Vice President: NONE

Address: _____


Secretary: Henry E. Bessire ASST. SECRETARY: _____

Address: 470 West End Avenue John G. Kelly
New York, NY 10024 46 Portland Place East

Treasurer: George A. Brakeley III Leamington SPA

Address: 138 East Avenue Warwicks CV32 5ET, UK
New Canaan, CT 06840

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)

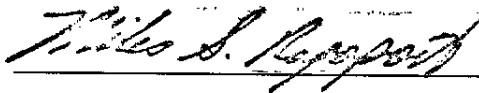
14. George A. Brakeley III, President and Managing Director
(Typed or printed name and capacity of person signing application)

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

BRAKELEY, JOHN PRICE JONES INC.

incorporated under the laws of Connecticut is in existence.



Secretary of the State

Date Issued: December 22, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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