

# F990000002780



**THE UNITED STATES  
CORPORATION  
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 256556 4303030

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 87.50

ORDER DATE : May 27, 1999

ORDER TIME : 2:51 PM

ORDER NO. : 256556-025

CUSTOMER NO: 4303030

100002890261--6

CUSTOMER: Mr. Gary Harris  
Loeb And Loeb  
1000 Wilshire Blvd.  
Suite 1800  
Los Angeles, CA - 90017

FOREIGN FILINGS

NAME: PORTFOLIO ASSOCIATES INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

**FILE 1ST\*\*\***

CONTACT PERSON: Tamara Odom

**FILED**  
99 MAY 28 PM 1:00  
RECEIVED  
99 MAY 28 PM 4:03  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AL MAY 28 1999

## 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. Portfolio Associates 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. California  
(State or country under the law of which it is incorporated)
3. 94-3191740  
(FEI number, if applicable)
4. November 10, 1993  
(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. 177 Bovet Road, Suite 600  
San Mateo, California 94402.  
(Current mailing address)
8. Any lawful act or activity for which a corporation may be organized under  
the General Corporation Law of California.  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.*

Corporation Service Company

By: Maureen Cullen

(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.

04/19 09:39 1999

FROM:

303 832 9050

TO: 3460

PAGE: 9

APR -18 99 (MON) 10:15

CSC THE US CORP CO

TEL: 303 832 9050

P. 009/010

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: See Addendum attached hereto for list of Directors and Addresses.

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

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

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

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

President: W. Patrick McDowell

Address: 177 Bovet Road, Suite 600

San Mateo, California 94402

Vice President: \_\_\_\_\_

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

Secretary: W. Patrick McDowell

Address: 177 Bovet Road, Suite 600

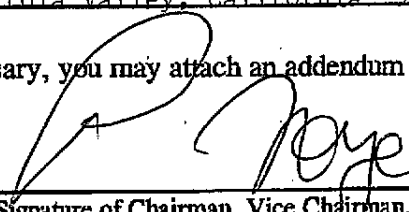
San Mateo, California 94402

Treasurer: Jarold A. Evans

Address: 8 Horseshoe Bend

Portola Valley, California 94028

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

13.  5/21/99  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. PATRICK J. FOYE, EVP OF CORP GP  
(Typed or printed name and capacity of person signing application)

FILED  
99 MAY 28 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ADDENDUM TO APPLICATION OF FOREIGN  
CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA  
(PORTFOLIO ASSOCIATES INC.)**

**ITEM NO. 12 (CONTINUED)**

List of Directors and addresses:

Director: W. Patrick McDowell  
Address: 177 Bovet Road, Suite 600  
San Mateo, California 94402

Director: Jarold A. Evans  
Address: 8 Horseshoe Bend  
Portola Valley, California 94028

Director: Skip Lashin  
Address: 305 Primrose Road  
Burlingame, California 94010

**FILED**  
99 MAY 28 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# State of California



## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED  
99 MAY 28 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 10th day of November, 19 93,

**PORTFOLIO ASSOCIATES INC.**

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

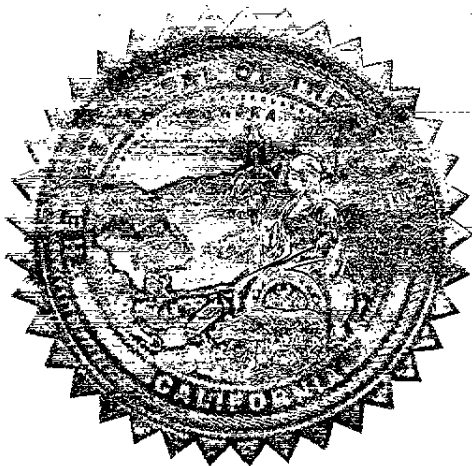
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal of  
the State of California this day of  
April 23, 1999



*Bill Jones*

Secretary of State