



THE UNITED STATES CORPORATION COMPANY

F99000005711

ACCOUNT NO. : 072100000032

REFERENCE : 444733 4815732

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 29, 1999

ORDER TIME : 1:42 PM

ORDER NO. : 444733-005

CUSTOMER NO: 4815732

000003029440--9
-10/29/99--01064--018
*****78.75 *****78.75

CUSTOMER: Ms. Elizabeth Doddridge
Hughes Hubbard & Reed
Ste 2500, Miami Center Bldg.
201 South Biscayne Boulevard
Miami, FL 33131

FOREIGN FILINGS

NAME: B.I. FINANCIAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

④

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 29 AM 10:58

hjc 10/29/99

RECEIVED
99 OCT 29 PM 2:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 1, 1999

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: B.I. FINANCIAL, INC.
Ref. Number: W99000025058

RECEIVED
DIVISION OF CORPORATIONS
99 OCT 29 AM 10:58

We have received your document for B.I. 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):

Please note that we have RETAINED your \$78.75 fee.

The CERTIFICATE we need from Delaware is a 1-PAGE certificate that states that the corporation has been filed in Delaware, and hasn't been dissolved. We cannot accept the CERTIFIED COPY OF ARTICLES that you have sent.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 899A00052

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV -3 PM 2:23

RECEIVED

RESUBMIT
Please give original
submission date as file date

TRANSMITTAL LETTER

RECEIVED BY CORPORATIONS
DIVISION OF CORPORATIONS
99 OCT 29 AM 10:58

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: B.I. 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:

Josh Markus
(Name of Person)

Hughes Hubbard & Reed LLP
(Firm/Company)

201 S. Biscayne Blvd., Suite 2500
(Address)

Miami, Florida 33131
(City/State/Zip)

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

David Olson at (305) 379-5556
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
1999 OCT 09 AM 10:58

1. B.F. 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. Delaware 3. 65-0952938
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 10, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. date of qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11900 Biscayne Blvd., Suite 806, Miami, FL 33161

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized in Delaware
(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: 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.

Judith S. Blancett
(Registered agent's signature)
Judith S. Blancett, As Agent

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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

99 OCT 29 AM 10:58
COMMUNICATIONS

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

President: W. Brooks McCarty

Address: 11900 Biscayne Blvd., Suite 806, Miami, FL 33161

Vice President: Chief Operating Officer: David F. Greenberg

Address: 11900 Biscayne Blvd., Suite 806, Miami, FL 33161

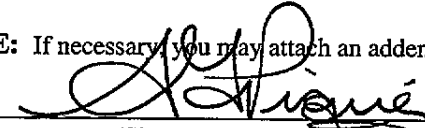
Secretary: Chief Financial Officer: Santiago Pique

Address: 11900 Biscayne Blvd., Suite 806, Miami, FL 33161

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)

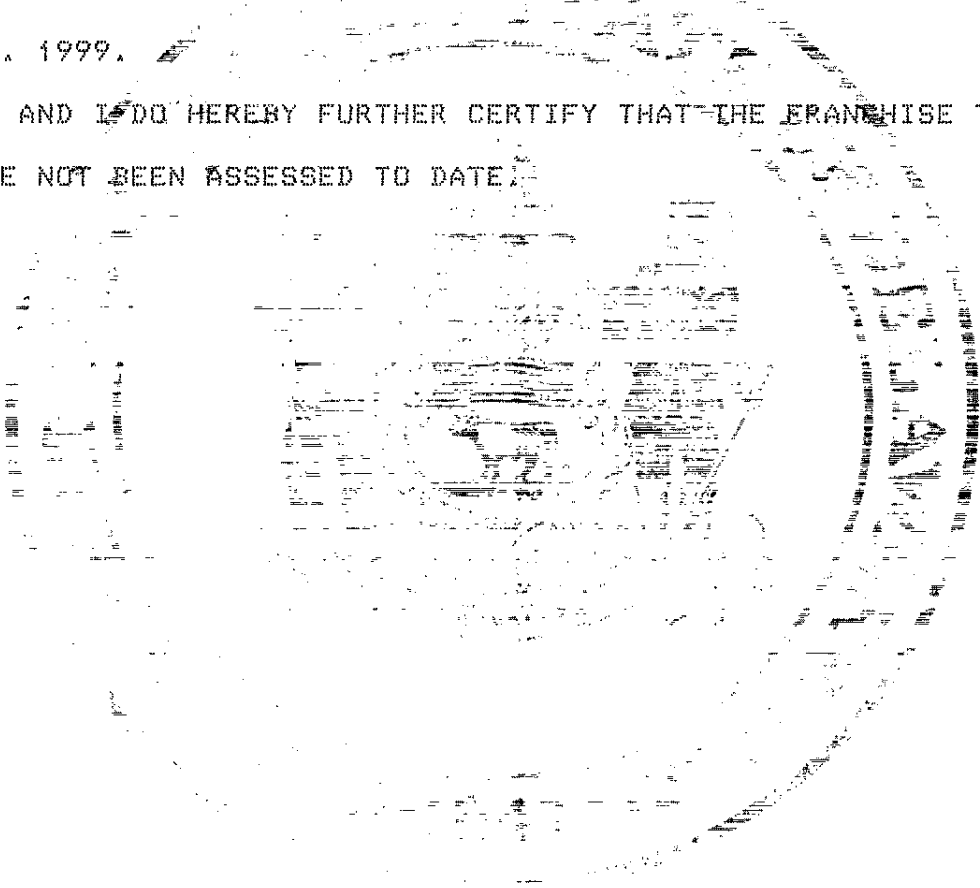
14. SANTIAGO G. PIQUE, CHIEF FINANCIAL OFFICER
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B.L. FINANCIAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 29 AM 10:58



Edward J. Freel

Edward J. Freel, Secretary of State

3097212 8300

991463475

0057104

AUTHENTICATION:

DATE:

11-01-99