

F97000006923

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Browning Group Incorporated
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-12/30/97--01057--001
*****70.00 *****70.00

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:

Robert B. Hessler

(Name of Person)
The Browning Group

(Firm/Company)
7677 Oakport Street, Suite 105

(Address)
Oakland, CA 94621

(City/State/Zip)

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

Robert B. Hessler at (510-635-3878

(Name of Person) (Area Code & Daytime Telephone Number)

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COURIER 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

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. The Browning Group 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. California

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

3. 94-2988547

(FEI number, if applicable)

4. January 28, 1986

(Date of incorporation)

5. Perpetual

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

6. 1998

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

7. 7677 Oakport Street, Suite 105

Oakland, CA 94621

(Current mailing address)

8. Management Consulting and Training Services

(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: Steve Sandler

Office Address: 1440 Oldfield Road

Tallahassee

, Florida,

32312

(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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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: Robert B. Hessler

Address: 710 Limerick Lane Alameda, CA 94502

Vice Chairman: William J. Mulcahy

Address: 734 Crossbrook Moraga, CA 94556

Director:

Address:

Director:

Address:

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

President: Robert B. Hessler

Address: 7677 Oakport Street, Suite 105 Oakland, CA 94621

Vice President: William J. Mulcahy

Address: 7677 Oakport Street, Suite 105 Oakland, CA 94621

Secretary: William J. Mulcahy

Address: 7677 Oakport Street, Suite 105 Oakland, CA 94621

Treasurer: Robert B. Hessler

Address: 7677 Oakport Street, Suite 105 Oakland, CA 94621

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

13. Robert B. Hessler Robert B. Hessler
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert B. Hessler, Chairman and President
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 28th day of January, 19 86,

THE BROWNING GROUP

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 or 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.

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

December 16, 1997



Bill Jones

Secretary of State