

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
MANAGED ASSETS CORPORATION**

File Number C 138891

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: May 4, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Delberny*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

01 MAY -4 AM 8:57
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: MANAGED ASSETS CORPORATION
- The name which it shall use in Idaho is: MANAGED ASSETS CORPORATION
- It is incorporated under the laws of: DELAWARE
- Its date of incorporation is: 02/02/01
- The address of its principal office is: _____
4960 CONFERENCE WAY N., SUITE 100, BOCA RATON, FL 33431
- The address to which correspondence should be addressed, if different from item 5, is:
SAME AS ITEM 5
- The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is: Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached officers/directors rider</u>		

Dated: April 26, 2001

Signature: *Patrick E. Rondeau*

Typed Name: Patrick E. Rondeau

Capacity: President

Customer Acct # :

(if using pre-paid account)

IDAHO SECRETARY OF STATE
Secretary of State use only

05/04/2001 09:00
CK: 388484 CT: 66434 BH: 395218

1 @ 100.00 = 100.00 AUTH PRO # 2

g:\corp\forms\corp
forms\apptocertauthority_profit.pms
Revised 01/2001

C/38891

Name of Company: MANAGED ASSETS CORPORATION

Officers & Directors

President, Secretary , Director

01 MAY -4 AM 8:57
Patrick E. Rondeau
4960 Conference Way N.
Suite 100
Boca Raton, FL 33431
SECRETARY OF STATE
STATE OF IDAHO

Residence Address: 20943 Pacifico Ter., Boca Raton, FL 33433

Treasurer

John F. Chiste
4960 Conference Way N.
Suite 100
Boca Raton, FL 33431

Residence Address: 4779 Bucida Road, Boynton Beach, FL 33436

Assistant Secretary, Director

Danny L. Ferguson
4960 Conference Way N.
Suite 100
Boca Raton, FL 33431

Residence Address: 2419 NW 30 Rd., Boca Raton, FL 33431

Assistant Secretary, Vice President

W. Randy Steinbeck
4960 Conference Way N.
Suite 100
Boca Raton, FL 33431

Residence Address: 360 NW 49th Ave., Plantation, FL 33317

Assistant Secretary, Vice President

Thomas Goss
6717 Janway Road
2nd Floor
Richmond, VA 23228

Residence Address: 12560 Heather Grove Road, Glen Allen, VA 23059

Vice President

Allan Herz
4960 Conference Way N.
Suite 100
Boca Raton, FL 33431

Residence Address: 10612 Maple Chase Dr. Boca Raton, FL 33498

Vice President, Director

Daniel C. Koscher
4960 Conference Way N.
Suite 100
Boca Raton, FL 33431

Residence Address: 12424 NW 17th Pl., Coral Springs, FL 33071

Office of the Secretary of State

01 MAY -4 AM 8:58

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "MANAGED ASSETS CORPORATION" 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 TWENTY-FOURTH DAY OF
APRIL, A.D. 2001.

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

3351979 8300

010195630



Harriet Smith Windsor
AUTHENTICATION: 1095692
Harriet Smith Windsor, Secretary of State

DATE: 04-24-01