

F 00000000569

ATLAS PEARLMAN
TROP & BORKSON

ATTORNEYS AT LAW

Jan Douglas Atlas	Joel D. Mayersohn	Of Counsel
Michael W. Baker	Matthew W. Miller	Jon A. Sale
Alan H. Baseman	William Nortman	Benedict P. Kuehne
Stephen W. Bazinsky	Brian A. Pearlman	
Roxanne K. Beilly	Charles B. Pearlman	
Elliot P. Borkson	Jonathan S. Robbins	
Deborah Ann Byles	James M. Schneider	
Robin Corwin Campbell	Wayne H. Schwartz	Director of
Rebecca G. DiStefano	Douglas Paul Solomon	Marketing and Development
Michael Greenwald	Samantha Nicole Tesser	Scott I. Cowan*
April L. Halle	Michael L. Trop	
Kip O. Lassner	Steven L. Weinberger	
Eric Lee	Kenneth P. Wurtenberger	
Andrew Lockwood		

*not licensed to practice law

January 27, 2000

VIA FEDERAL EXPRESS

800003115368--9
-01/31/00--01012--002
*****78.75 *****78.75

Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Shochet Holding Corp. F-569
Our File No. 6407.02


Dear Sir or Madame:

Enclosed for filing please find the following:

- (1) Application by Foreign Corporation for Authorization to Transact Business in Florida;
- (2) Certificate of Existence from the State of Delaware;
- (3) Filing fee in the amount of \$78.75 to include a certified copy; and
- (4) A duplicate of this letter.

FILED
00 JAN 31 PM 02:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA
LC 2/1

To evidence receipt of this filing, please date stamp the copy of this letter and return in the postage prepaid envelope provided. You may address all correspondence to my attention, c/o Atlas, Pearlman, Trop & Borkson, P.A., 350 E. Las Olas Blvd., Suite 1700, Ft. Lauderdale, FL 33301. If you have any questions, please contact me at (954) 766-7829 or via fax at (954) 766-7800.

Sincerely,

Myra Mahoney
Corporate Paralegal

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. SHOCHET HOLDING CORP.

(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. 59-2651232

(State or country under the law of which it is incorporated (FEI number, if applicable)

4. JULY 30, 1999 5. PERPETUAL
(Date of incorporation) (Duration: year corp. will cease to exist or "Perpetual")

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

7. 2351 EAST HALLANDALE BEACH BOULEVARD
HALLANDALE, FL 33998
(Current mailing address)

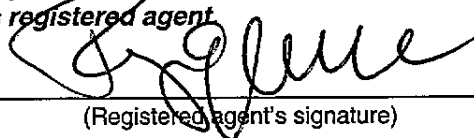
8. HOLDING COMPANY FOR A FULL SERVICE, DISCOUNT BROKERAGE BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent:

Name: ROGER GLADSTONE
Office Address: 2351 EAST HALLANDALE BEACH BOULEVARD
HALLANDALE, FL 33998

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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable).

FILED
00 JAN 31 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Chairman: ROGER N. GLADSTONE

Address: 2351 EAST HALLANDALE BEACH BOULEVARD
HALLANDALE, FL 33998

Vice Chairman: DONALD YARKIN

Address: 2351 EAST HALLANDALE BEACH BOULEVARD
HALLANDALE, FL 33998

Director: DAVID F. GREENBERG

Address: 516 ARTHUR GODFREY ROAD
MIAMI BEACH, FL 33140

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

Chief Executive Officer: ROGER N. GLADSTONE


Address: 2351 EAST HALLANDALE BEACH BOULEVARD
HALLANDALE, FL 33998

President: DAVID F. GREENBERG

Address: 516 ARTHUR GODFREY ROAD
MIAMI BEACH, FL 33140

FILED
00 JAN 31 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. ROGER N. GLADSTONE
(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 "SHOCHET HOLDING CORP." 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 TWENTIETH DAY OF JANUARY, A.D. 2000.

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

FILED
00 JAN 31 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3076898 8300

001031422



Edward J. Freel

Edward J. Freel, Secretary of State 0209686

AUTHENTICATION: 01-20-00

DATE: