

F0200000407

Requester's Name



AnPac Securities Group, Inc.  
5401 North Federal Highway  
Fort Lauderdale, FL 33308

FILED STATE  
SECRETARY OF CORPORATIONS  
02 JUL 24 PM 3:03

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
700005725957--7  
-06/07/02--01057--001
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

**AMENDMENTS**

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

**OTHER FILINGS**

- Annual Report  
 Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

*nk*

Examiner's Initials *B*

CR2E031(7/97)

V SHEPARD JUL 25 2002

*file-1st*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 13, 2002

ANPAC SECURITIES GROUP, INC.  
5401 North Federal Highway  
Ft. Lauderdale, FL 33308

SUBJECT: ANPAC SECURITIES GROUP, INC.  
Ref. Number: F0200000407

We have received your document for ANPAC SECURITIES GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We need a certificate from Delaware stating ANPAC SECURITIES GROUP, INC., changed its name to; ASG SECURITIES, INC.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 202A00038825

RECEIVED  
02 JUL 18 AM 8:57  
DIVISION OF CORPORATIONS

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUL 24 PM 3:03

\_\_\_\_\_  
(Document number of corporation (if known))

1. Anpac Securities Group, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 1/23/02  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? feb. 22, 2002
5. ASG Securities Group, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.  
\_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
\_\_\_\_\_  
(New jurisdiction)

  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)  
LISA K DUNN  
(Typed or printed name)

7/23/02  
(Date)  
TREASURER  
(Title)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ASG SECURITIES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

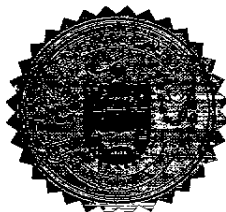
CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF JANUARY, A.D. 2002, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ANPAC SECURITIES GROUP, INC." TO "ASG SECURITIES GROUP, INC.", FILED THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2002, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ASG SECURITIES GROUP, INC." TO "ASG SECURITIES, INC.", FILED THE SIXTEENTH DAY OF MAY, A.D. 2002, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2834828 8100H

AUTHENTICATION: 1873301

020438964

DATE: 07-09-02

**CERTIFICATE OF INCORPORATION  
OF  
ANPAC SECURITIES GROUP, INC.**

**ARTICLE I**

The name of the corporation is AnPac Securities Group, Inc. (the "Corporation").

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted is to carry on and engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The aggregate number of shares of stock which the Corporation shall have authority to issue is Twenty Thousand (20,000), divided into two classes, of which Ten Thousand (10,000) shares of stock shall be designated as "Common Stock", with a par value of \$0.01 per share, and Ten Thousand (10,000) shares shall be designated as "Preferred Stock", with no par value per share.

**ARTICLE V**

The number of directors constituting the initial Board of Directors shall be one (1) and thereafter the number of directors shall be such number (1 or more) as is fixed from time to time by the By-laws.

**ARTICLE VI**

The name and mailing address of the person who is to serve as initial director until the first meeting of the stockholders or until a successor is elected or qualified is as follows:

<u>Name</u>	<u>Mailing Address</u>
F. Ross Walpole	2419 East Commercial Boulevard Suite 304 Fort Lauderdale, Florida 33308

ARTICLE VII

The name and mailing address of the incorporator is:

Thomas S. Gallagher, Esq.  
66 Larchmont Avenue  
Larchmont, New York 10538

ARTICLE VIII

The Corporation is to have a perpetual existence.

ARTICLE IX

Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of this Corporation.

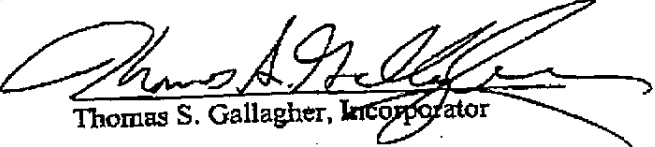
ARTICLE X

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, amend or repeal the By-laws of this Corporation.

ARTICLE XI

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

I, the undersigned, as incorporator of this Corporation, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly I have set my hand hereto as of this 17<sup>th</sup> day of December, 1997.

  
Thomas S. Gallagher, Incorporator

May-16-02 11:05A

STATE OF DELAWARE  
SECRETARY OF STATE P.02  
DIVISION OF CORPORATIONS  
FILED 12:30 PM 05/16/2002  
020313702 - 2834828

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ASG SECURITIES GROUP, INC.**

ASG SECURITIES GROUP, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** That the Certificate of Incorporation of this corporation be amended by changing Article I thereof so that, as amended said Article shall be and read as follows:

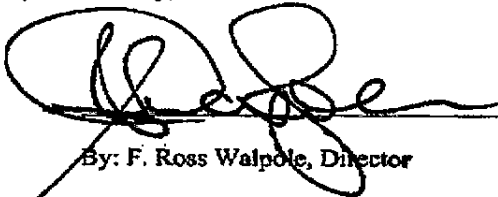
The name of the Corporation is ASG Securities, Inc. (the "Corporation")

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon written waiver of notice signed by all stockholders at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective on May 16, 2002.

**IN WITNESS WHEREOF,** said Corporation has caused this certificate to be signed by F. Ross Walpole, its sole director this 22nd day of February, 2002.



By: F. Ross Walpole, Director

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ANPAC SECURITIES GROUP, INC.**

ANPAC SECURITIES GROUP, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** That the Certificate of Incorporation of this corporation be amended by changing Article IV thereof so that, as amended said Article shall be and read as follows:

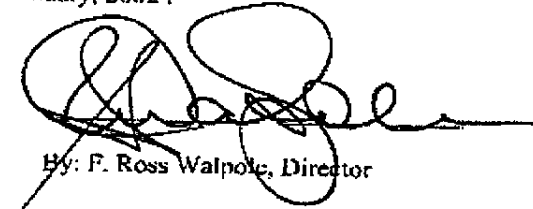
The aggregate number of shares of stock which the Corporation shall have the authority to issue is One Hundred Ten Thousand (110,000), divided into two classes, of which One Hundred Thousand (100,000) shares of stock shall be designated as "Common Stock", with a par value of \$.01 per share, and Ten Thousand (10,000) shares shall be designated as "Preferred Stock" with no par value per share.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon written waiver of notice signed by all stockholders at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective on January 10, 2002.

**IN WITNESS WHEREOF,** said Corporation has caused this certificate to be signed by F. Ross Walpole, its sole director this 9<sup>th</sup> day of January, 2002.

  
By: F. Ross Walpole, Director



**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ANPAC SECURITIES GROUP, INC.**

ANPAC SECURITIES GROUP, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** That the Certificate of Incorporation of this corporation be amended by changing Article I thereof so that, as amended said Article shall be and read as follows:

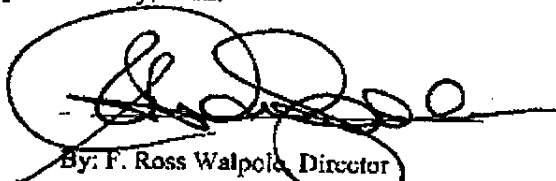
The name of the Corporation is ASG Securities Group, Inc. (the "Corporation")

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon written waiver of notice signed by all stockholders at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective on February 22, 2002.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by F. Ross Walpole, its sole director this 22nd day of February, 2002.

  
By: F. Ross Walpole, Director