

F05000009765

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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April 22, 2005

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: A.C. EDWARDS, INC.
REF: W05000020052

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 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.

ED
22 A 9 12
STATE OF FLORIDA

1. A. C. EDWARDS, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

EDWARDS & COMPANY, INC.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York 3. 110707930
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 20, 1935 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Registration
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 140 Greene Avenue, Sayville, NY 11782
(Principal office address)

140 Greene Avenue, Sayville, NY 11782
(Current mailing address)

8. Insurance and consultant 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 NOT acceptable)

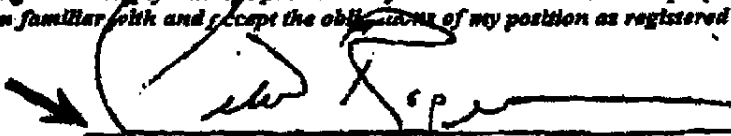
Name: Peter M. Rogers

Office Address: 2910 Twin Oaks Way

Wellington, Florida 33414
(City) (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.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Peter M. Rogers

Address: 140 Greene Avenue

Sayville NY 11782

2005 APR 22 AM 12

NOTARY PUBLIC
STATE OF MISSISSIPPI

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Peter M. Rogers

Address: 140 Greene Avenue

Sayville, NY 11782

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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



(Signature of Director or Officer listed in number 12 of the application)

14. Peter M. Rogers, President

(Typed or printed name and capacity of person signing application)

State of New York
Department of State } **ss:**

I hereby certify, that the Certificate of Incorporation of A. C. EDWARDS, INC. was filed on 05/20/1935, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

Certificate of Change was filed on 02/11/1991.

A Biennial Statement was filed 01/27/1993.

A Biennial Statement was filed 09/29/1993.

A Biennial Statement was filed 05/13/1997.

A Biennial Statement was filed 05/20/1999.

A Biennial Statement was filed 05/23/2001.

A Biennial Statement was filed 04/28/2003.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of April
two thousand and five.*

A handwritten signature in black ink, appearing to read "Kevin A. Driscoll".

Secretary of State