

F06000003328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

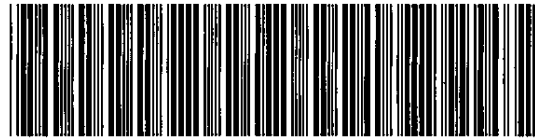
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/01/06--01018--002 **70.00

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TALLAHASSEE, FLORIDA

Cert.

25-1

**Stuart &
Frankel & Co.**
Incorporated

Via Regular Mail

April 4, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Application by Foreign Corporation for Authorization to Transact
Business in Florida

Re: Non - OSJ Small Branch Office located at:
6724 Casa Grande Way
Delray Beach, FL 33446-2347
File No. 057756

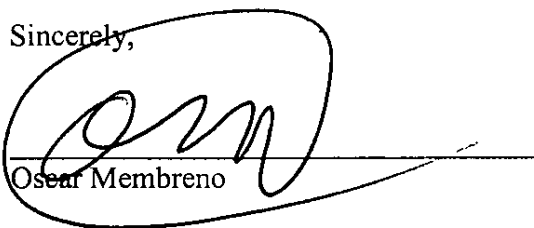
Dear Department of State:

This letter is in response and regarding Florida's Office of Financial Regulation
Division's, File number 57756 and specifically their correspondence dated March 7, 2006
regarding Stuart Frankel & Co. Incorporated's (STF) application with the State of Florida
to have a small Non-OSJ Branch office operating in Florida.

Attached with this letter is STF's Application by Foreign Corporation for Authorization
to Transact Business in Florida signed by the Chairman of STF, Mr. Stuart Frankel. Also
attached, is check number 21061 for \$70.00 to cover the cost of the filing fee associated
with the application.

Should you have any issues or questions regarding STF's application attached herewith
please do not hesitate to contact us at 212-943-8787.

Sincerely,



Oscar Membreno

Enclosure - 1. Application
2. Check

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 18, 2006

Oscar Membreno
Stuart & Frankel & Co. Incorporated
220 East 42nd Street, 29th Floor
New York, NY 10017

SUBJECT: STUART FRANKEL & CO. INC.
Ref. Number: W06000017260

Upon receipt of your letter and/or check(s) totaling \$70.00, no document was found. Please return your check along with the proper form.

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) 245-6913.

Diane Cushing
Document Specialist Supervisor

Letter Number: 006A00026224



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2006

OSCAR MEMBRENO
STUART & FRANKEL & CO. INCORPORATED
220 EAST 42ND STREET, 29TH FLOOR
NEW YORK, NY 10017

SUBJECT: STUART FRANKEL & CO. INC.
Ref. Number: W06000017260

We have received your document for STUART FRANKEL & CO. INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6913.

Diane Cushing
Document Specialist Supervisor

Letter Number: 406A00030903

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. Stuart Frankel & Co. Incorporated
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. New York 3. 13-3430942
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/21/1987 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 220 E. 42ND Street, 29TH Floor New York, NY 10017
(Principal office address)

6724 Casa Grande Way Delray Beach, FL 33446
(Current mailing address)

8. Broker Dealer in New York
(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)

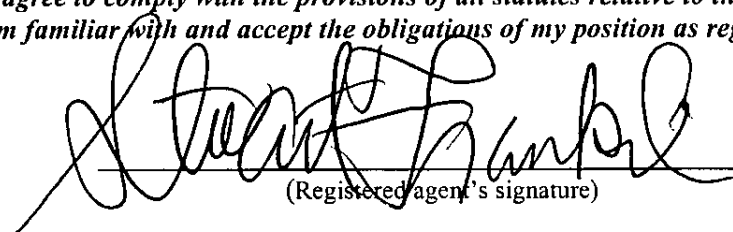
Name: Stuart Frankel

Office Address: 6724 Casa Grande Way

Delray Beach, FL, Florida 33446
(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Stuart Frankel
Address: 6724 Casa Grande Way
Delray Beach, FL 33446

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jeffrey Frankel
Address: 220 E. 42ND Street, 29TH Floor
New York, NY 10017

Vice President: Andrew Frankel
Address: 220 E. 42ND Street, 29TH Floor
New York, NY 10017

Secretary: _____

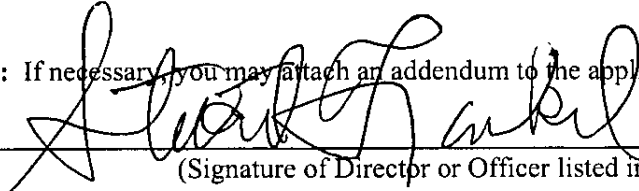
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Stuart Frankel, Chairman
(Typed or printed name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of STUART FRANKEL & CO., INCORPORATED was filed on 08/21/1987, under the name of STUART FRANKEL CO., INCORPORATED, with perpetual duration, 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.

A Certificate of Amendment STUART FRANKEL CO., INCORPORATED, changing its name to STUART FRANKEL & CO., INCORPORATED, was filed 10/09/1987.

A Certificate of Amendment STUART FRANKEL & CO., INCORPORATED, changing its name to STUART FRANKEL & CO., INCORPORATED, was filed 10/28/1987.

The Biennial Statement is past due...

WITNESS my hand and the official seal of the Department of State at the City of Albany, this 27th day of March two thousand and six.



Special Deputy Secretary of State

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