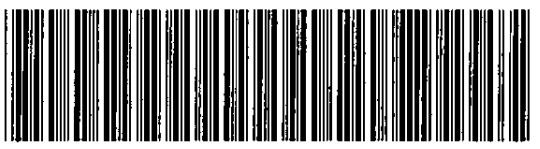


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12/03/07--01015--015 **78.75

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
12/13

1207-58606

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Hmb Advisory Newco, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Larry R. H. Stein
(Name of Person)
Hmb Advisory Newco, Inc
(Firm/Company)
1870 South Bayshore Drive
(Address)
Miami, FL 33021
(City/State and Zip code)

For further information concerning this matter, please call:

Larry R. H. Stein at (305) 854-6803
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



RECEIVED

07 DEC 17 AM 8:00

(KALLOS)

FLORIDA DEPARTMENT OF STATE
Division of Corporations DIVISION OF CORPORATIONS

December 3, 2007

LARRY ROTHSTEIN
HMG ADVISORY NEWCO, INC.
1870 SOUTH BAYSHORE DRIVE
MIAMI, FL 33021

SUBJECT: HMG ADVISORY NEWCO, INC.
Ref. Number: W07000058606

We have received your document for HMG ADVISORY NEWCO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

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.

The date of incorporation on the form must match the date on the certificate of status.

Please return the corrected original and one copy of 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) 245-6879.

Ruby Dunlap

Regulatory Specialist II

New Filing Section

Letter Number: 407A00068241

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. HMB Advisory NEWCO, Inc.
(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. Delaware 3. 26-1345611
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/20/07 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1870 South Bayshore Drive MIAMI, FL 33133
(Principal office address)

SAME
(Current mailing address)

8. Investments
(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: Larry Rothstein

Office Address: 1870 South Bayshore Drive 33133
MIAMI, Florida ~~33133~~
(City) (Zip code)

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07 DEC 12 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

[Signature]
(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:

A. DIRECTORS

Chairman: Maurice Wiener
Address: 1870 South Bayshore Drive
MIAMI, FL 33021

Vice Chairman: _____
Address: _____

Director: Larry Rothstein
Address: 1870 South Bayshore Drive
MIAMI, FL 33021

Director: _____
Address: _____

B. OFFICERS

President: Larry Rothstein
Address: 1870 South Bayshore Drive
MIAMI, FL

Vice President: Carlos Camarotto
Address: SAME

Secretary: Larry Rothstein
Address: SAME

Treasurer: Larry Rothstein
Address: SAME

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

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

14. Larry Rothstein President
(Typed or printed name and capacity of person signing application)

Delaware

The First State

PAGE 1

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07 DEC 12 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMG ADVISORY NEWCO, INC." 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 SIXTH DAY OF DECEMBER, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HMG ADVISORY NEWCO, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2007.



4424251 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6214145

DATE: 12-06-07