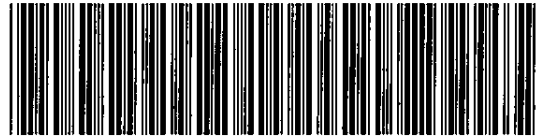


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

W08-13965

Office Use Only

*Penalty fee not applicable -*

*\* This NY corp. merely registered with the Dept. of Banking (77a) in 1985 but its activities have been through interstate commerce only. Registration was not issued with this qualification - see letter #*

*da 3/28*

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Broadpoint Securities, 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:

Helene Antinucci  
(Name of Person)

Broadpoint Securities, Inc.  
(Firm/Company)

One Penn Plaza, 42nd floor  
(Address)

New York City, New York 10119  
(City/State and Zip code)

**FILED**  
2008 MAR 17 A 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Helene Antinucci at ( 212 ) 546-6034  
(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

# Broadpoint.

Broadpoint/DESCAP  
A Division of Broadpoint Securities, Inc.

March 19, 2008

Ms. Diane Cushing  
Florida Dept. of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, Florida, 32301

Reference: Application by Foreign Corporation Broadpoint Securities Inc. CRD # 14997  
( formally Descap Securities Inc. )

Dear Ms. Cushing,

Since July 23, 1985, Broadpoint Securities Inc., ( formally Descap Securities Inc. ) has been registered as a Broker-Dealer in good standing with the State of Florida.

Broadpoint Securities Inc. would like to open a one person office within the State of Florida. On March 12, 2008, I sent the Firm's Application by Foreign Corporation as part of that process. The Firm reported the effective registration date of July 23, 1985 on line # 6 of the application.

I have enclosed a copy of the Firm's legal counsel's opinion, dated June 3, 1985, with respect to the Firm's qualification to do business in Florida.

Also enclosed is a copy of the original registration package sent June 3, 1985, to the Hon. E.C Anderson, Director, State of Florida, Dept of Banking and Finance, Division of Securities.

You may call me at 212-546-6034 or email me at [hantinucci@bpdescap.com](mailto:hantinucci@bpdescap.com) with any questions you may have.

Very truly yours,



Helene Antinucci, CFO  
Enclosures

*Faith Colish*  
*A Professional Corporation*  
*598 Madison Avenue*  
*New York, New York 10022*

212 / 838-5444

June 3, 1985

Hon. E. C. Anderson  
Director  
Department of Banking and Finance  
Division of Securities  
Room 1402, The Capitol  
Tallahassee, Florida 32301

Re: DESCAP Securities, Inc.

Dear Sir:

DESCAP Securities, Inc. (the "Company") is applying for registration as a broker-dealer in Florida. I have acted as counsel to this Company in connection with this application and other matters. This opinion is submitted pursuant to paragraph 9 of the Rule 3E-600.01(b) of the Rules of the Department of Banking and Finance, Division of Securities in connection with the Company's application.

As such counsel I know, or have been informed by the Company, as follows. The Company is a corporation organized under the laws of New York. It has its only place of business in New York. It has no place of business in Florida. All of the business which it proposes to transact with residents of Florida will be interstate commerce. Any orders solicited or procured by the Company from residents of Florida will require acceptance outside of Florida in order to become binding contracts.

I am a member of the Bar of the the State of New York and am not admitted to practice before the Bar of Florida. However, I have reviewed Section 607.304 of the Corporation Act of Florida. Based on this review and the information set forth above, it is my opinion that the Company is exempt from registering as a foreign corporation in the State of Florida pursuant, inter alia, to the provisions of paragraphs 2(f) and 2(i) of said Section 607.304.

Very truly yours,

  
Faith Colish



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 18, 2008

HELENE ANTINUCCI  
ONE PENN PLAZA  
42ND FLOOR  
NEW YORK CITY, NY 10119

SUBJECT: BROADPOINT SECURITIES, INC.  
Ref. Number: W08000013965

We have received your document for BROADPOINT SECURITIES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report/uniform business report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report/uniform business report fees and penalty fees is \$25,606.25.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist Supervisor

Letter Number: 708A00016339

**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. Broadpoint Securities, 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. New York 3. 11-2657332  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 21, 1983 5. "Perpetual"  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 23, 1985  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Penn Plaza, 42nd Floor, NYC, NY 10119  
(Principal office address)

One Penn Plaza, 42nd Floor, NYC, NY 10119  
(Current mailing address)

8. To conduct business of the Broker Dealer  
(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: Ms. Karen Grossutti

Office Address: 2881 East Oakland Park Blvd. Suite # 319

Ft. Lauderdale, Florida 33306  
(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.*

Karen Grossutti  
(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.

FILED  
2008 MAR 17 A 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: Lee Fensterstock

Address: One Penn Plaza, 42nd Floor  
New York City, New York 10119

Vice Chairman: Robert Fine

Address: One Penn Plaza, 42nd Floor  
New York City, New York 10119

Director: Peter McNierney

Address: One Penn Plaza, 42nd Floor  
New York City, New York 10119

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Robert Fine

Address: One Penn Plaza, 42nd Floor  
New York City, New York 10119

Vice President: John Macklin

Address: One Penn Plaza, 42nd Floor  
New York City, New York 10119

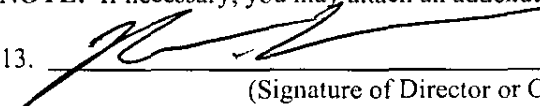
Secretary: Robert Tirschwell

Address: One Penn Plaza, 42nd Floor, New York City, New York 10119

Treasurer: Robert Tirschwell

Address: One Penn Plaza, 42nd Floor, New York City, New York 10119

**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. Robert Fine, President

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

FILED  
2009 MAR 17 A 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

I hereby certify, that the Certificate of Incorporation of BROADPOINT SECURITIES, INC. was filed on 07/21/1983, under the name of DESCAP SECURITIES, INC., 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. I further certify the following:

A Certificate of Amendment was filed on 08/21/1985.

A Certificate of Amendment was filed on 12/26/1985.

A Certificate of Amendment was filed on 02/27/1986.

A Certificate of Amendment was filed on 05/31/1995.

A Biennial Statement was filed 07/21/1995.

A Biennial Statement was filed 07/07/1997.

A Biennial Statement was filed 08/17/1999.

A Certificate of Amendment was filed on 04/24/2001.

A Biennial Statement was filed 07/05/2001.

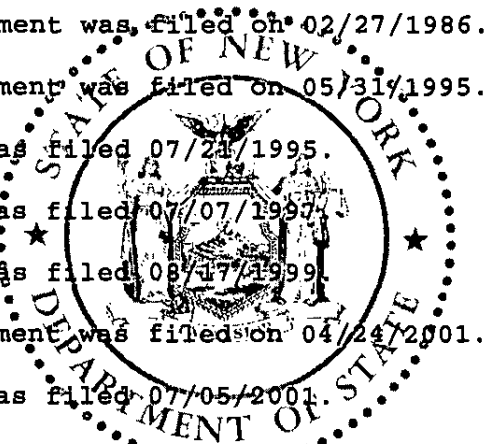
A Biennial Statement was filed 06/30/2003.

A Biennial Statement was filed 09/06/2005.

A Biennial Statement was filed 07/27/2007.

A certificate changing name to BROADPOINT SECURITIES, INC. was filed on 09/14/2007.

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



2008 MAR 17 A 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



(page 2) - BROADPOINT SECURITIES, INC.

\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 10th day of March two  
thousand and eight.*

*Special Deputy Secretary of State*

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