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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Continental Broker-Dealer Corp.

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

RUSH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

RECEIVED
98 AUG 17 PM 4: 03
DIVISION OF CORPORATION

8/18/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 AUG 17 PM 5: 04
FILED

Ordered By: _____

Date: _____

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. Continental Broker-Dealer Corp. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York (State or country under the law of which it is incorporated) 3. 11-2620249 (FEI number, if applicable)

4. 12/1/82 (Date of Incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. estimate September 1, 1998 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.1553))

7. One Old Country Road Carle Place, New York 11514 (Current mailing address)

8. broker-dealer (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NationsCorp. Registered Agents, Inc.

Office Address: 526 East Park Avenue

Tallahassee, Florida, 32302 (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.

Alexia Culverson (Registered agent's signature) Assistant Secretary

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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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Leon Fintz
Address: One Old Country Road
Carle Place, New York 11514

Vice Chairman:
Address:

Director:
Address:

Director:
Address:

B. OFFICERS (Street address only- P. O. Box NOT acceptable)


President: Thomas Tiernan
Address: One Old Country Road
Carle Place, New York 11514

Vice President:
Address:

Secretary: Leon Fintz
Address: One Old Country Road
Carle Place, New York 11514

Treasurer:
Address:

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of this application)

14. Leon Fintz, Chairman + Secretary
(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

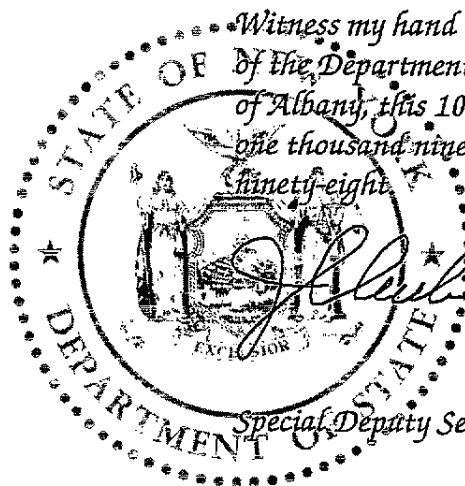
I hereby certify, that the certificate of incorporation of CONTINENTAL
BROKER-DEALER CORP. was filed on 11/01/1982, with perpetual duration, and
that a diligent examination has been made of the index of corporation
papers filed in this Department for a certificate, order, or record of a
dissolution, 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 a subsisting corporation. I further
certify the following:

A Certificate of Amendment was filed on 04/19/1991.

A Biennial Statement was filed 08/03/1998.

I further certify, that no other certificates have been filed by such
corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of August
one thousand nine hundred and
ninety-eight.



[Signature]
Special Deputy Secretary of State

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TALLAHASSEE, FLORIDA

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