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ACCOUNT NO. : 072100000032

REFERENCE : 031653 4319237

AUTHORIZATION : Patricia Pujato

COST LIMIT : \$ 70.00

ORDER DATE : November 13, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 031653-060

CUSTOMER NO: 4319237

CUSTOMER: Mr. Richard Berenger
Nathan & Lewis Securities Inc. 000002690290--8
1140 Avenue Of The Americas
New York, NY 10036

FOREIGN FILINGS

RECEIVED
98 NOV 19 AM 10:41
DIVISION OF CORPORATION

NAME: NATHAN & LEWIS ASSOCIATES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. NATHAN & LEWIS ASSOCIATES, INC.  
(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.)  
New York
2. \_\_\_\_\_ 3. 13-3547452  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 28, 1989 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)  
1140 Avenue of the Americas
7. \_\_\_\_\_  
New York, NY 10036  
(Current mailing address)
8. To sell securities & life insurance and any other activity authorized by law.  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

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**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.*

Corporation Service Company

By: Dolores Butta  
(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 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: Jay Lewis  
Address: 1140 Avenue of the Americas  
New York, NY 10036

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Jay Lewis  
Address: 1140 Avenue of the Americas  
New York, NY 10036

Director: Tom Wirtshafter  
Address: 1140 Avenue of the Americas  
New York, NY 10036

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

President: Jay Lewis  
Address: 1140 Avenue of the Americas  
New York, NY 10036

Vice President: Tom Wirtshafter  
Address: 1140 Avenue of the Americas  
New York, NY 10036

Secretary: Tom Wirtshafter  
Address: 1140 Avenue of the Americas  
New York, NY 10036

Treasurer: Jay Lewis  
Address: 1140 Avenue of the Americas  
New York, NY 10036

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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 the application.)

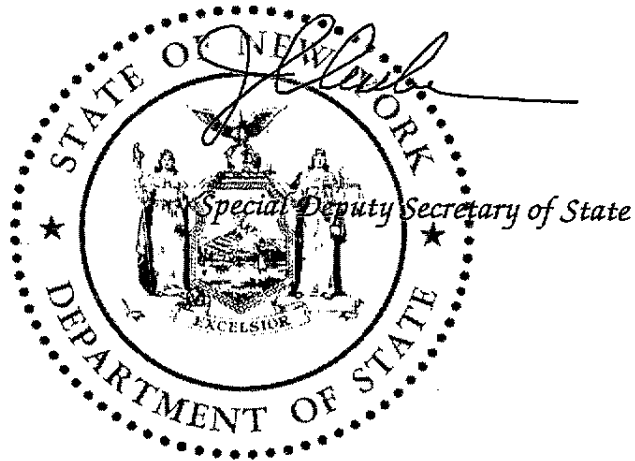
14. Jay Lewis, President  
(Typed or printed name and capacity of person signing application)

State of New York }  
Department of State } SS:

I hereby certify, that the certificate of incorporation of NATHAN & LEWIS ASSOCIATES, INC. was filed on 09/28/1989, 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.

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 13th day of November  
one thousand nine hundred and  
ninety-eight.*



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