

# F99000004347

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: MF PRIVATE CAPITAL, 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:

800002960598--9  
-08/16/99--01084--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RAYMOND L. BRITT, JR  
(Name of Person)

MF PRIVATE CAPITAL, Securities Inc.  
(Firm/Company)

45 MILK ST, SUITE 600  
(Address)

BOSTON, MA. 02109  
(City/State/Zip)

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RECEIVED

F99-4347

Should you need to call someone concerning this matter, please call:

RAY BRITT at (617) 451-5609  
(Name of Person) (Area Code & Daytime Telephone Number)

Name Available	OR 8-23
Document Examiner	OR
Notary	OR
Authorized Agent	OR
W. P. Verifier	OR

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien 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

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. MF PRIVATE CAPITAL SECURITIES 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.)

2. DELAWARE (State or country under the law of which it is incorporated)
3. 04-3414793 (FEI number, if applicable)

4. 2/9/98 (Date of incorporation)
5. PERP. (Duration: Year corp. will cease to exist or "perpetual")

6. NONE (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 45 MILK ST., SUITE 600
BOSTON MA. 02109
(Current mailing address)

8. 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 or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 HAYS ST.

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.

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

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

DIRECTOR  
Chairman: RAYMOND L. BRITT, JR  
Address: 45 MILK ST., SUITE 600  
BOSTON, MA. 02109

DIRECTOR  
Vice Chairman: MYLES GILBERT  
Address: 45 MILK ST, SUITE 600  
BOSTON, MA. 02109

Director: RICHARD COLES  
Address: 200 BLOOR ST., EAST  
TORONTO, ONTARIO M4W 1E5

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

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

President: RAYMOND L. BRITT, JR  
Address: 45 MILK ST, SUITE 600  
BOSTON, MA 02109

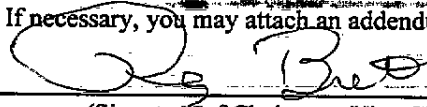
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: MYLES GILBERT  
Address: 45 MILK ST, SUITE 600  
BOSTON, MA 02109

Treasurer: RAYMOND BRITT, JR.  
Address: \_\_\_\_\_

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SECRETARY OF STATE

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. RAYMOND BRITT PRESIDENT  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MF PRIVATE CAPITAL SECURITIES, 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 TWENTY-SEVENTH DAY OF JULY, A.D. 1999.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9887064

DATE: 07-27-99