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MJH

May 8, 2000

Secretary of State  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

W-12942

600003248516--5  
-05/11/00--01072--008  
\*\*\*\*125.00 \*\*\*\*125.00

RE: WALLSTREETXL LLC

600003248516--5  
-05/11/00--01072--009  
\*\*\*\*\*5.00 \*\*\*\*\*5.00

Dear Sir/Madam:

Enclosed herewith please find an *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida*, along with a check in the sum of \$125.00 payable to State of Florida representing the \$100.00 filing fee for the Application and \$25.00 for the Designation of Registered Agent.

I also enclose herewith my check in the sum of \$5.00 in payment of your fee for a Certificate of Status. Please forward same directly to my attention.

Thank you for your kind cooperation.

Very truly yours,



MARK PERLMAN  
MP:bc  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 13 AM 10:26



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 18, 2000

MARK PERLMAN  
1820 EAST HALLANDALE BEACH BOULEVARD  
HALLANDALE, FL 33009

SUBJECT: WALLSTREETXL LLC  
Ref. Number: W00000012942

We have received your document for WALLSTREETXL LLC and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

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.

Please return 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 800A00028254



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 5, 2000

MARK PERLMAN  
1820 EAST HALLANDALE BEACH BOULEVARD  
HALLANDALE, FL 33009

SUBJECT: WALLSTREETXL LLC  
Ref. Number: W00000012942

We have received your document for WALLSTREETXL LLC and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

You failed to make the correction(s) requested in our previous letter.

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

Please return 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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 700A00031499

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. WallStreetXL LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. (FEI number, if applicable)

4. April 10, 2000 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Business has not been transacted in Florida (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 9965 Miramar Parkway, Suite 255 Miramar, FL 33025 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The usual business addresses of the managing members or managers are as follows: Sherwood Harris: 600 North Pine Island Rd., Suite 450 Plantation, FL 33324 (Edward) Ed Matson: 600 North Pine Island Rd., Suite 450 Plantation, FL 33324

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 00 JUL 13 AM 10:26

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Education and Seminars

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Edward Matson Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WallStreetXL

2. The name and the Florida street address of the registered agent and office are:

Mark Perlman, PA

(Name)

1820 East Hallandale Beach Boulevard

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Hallandale Beach FL 33009

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALLSTREETXL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JULY, A.D. 2000.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0537372

DATE: 07-03-00