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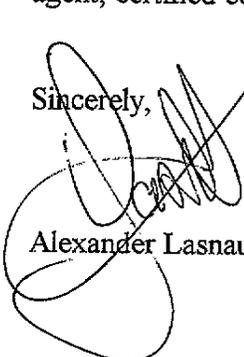
May 13, 1999

Registration Section
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please find enclosed the necessary documents to register an LLC for authorization to transact business in Florida. The check enclosed for the filing fee, designation of the registered agent, certified copy, and the certificate of status.

Sincerely,



Alexander Lasnaud, Esq.

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Name	
Availability	
Document Examiner	
Updater	
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Acknowledgement	
W. P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Meridian Capital Markets, LLC.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 05-0910057
(FEI number, if applicable)
4. 4/6/99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No business has been transacted
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 601 Brickell Key Drive, Suite 703
Miami, Florida 33131
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>John D. Geraci</u>	<u>MGRM</u>	_____	_____
<u>601 Brickell Key #703</u>		_____	
<u>Miami, Florida 33131</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERIDIAN CAPITAL MARKETS 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 MAY, A.D. 1999.



Edward J. Freel

Edward J. Freel, Secretary of State

3026073 8300

991168000

AUTHENTICATION: 9720428

DATE: 05-03-99

**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:

Meridian Capital Markets, LLC

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

Alexandre Lasnaud, Esq.

(Name)

23123 State Road 7, Suite 245

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

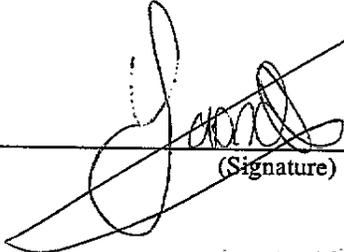
Boca Raton

FL

33428

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

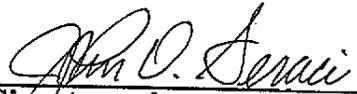
The undersigned member or authorized representative of a member of Meridian
Capital Markets, LLC. certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 150,000.-;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 50,000.-;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 200,000.-;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

John D. Geraci

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

RECEPTION

- One- 3 seater sofa
- One- coffee table
- One- L shaped desk
- One- desk chair (blue)
- One- globe on stand
- One- plant pot w/stands w/plant
- Three- framed prints

CONFERENCE ROOM

- One- wooden conference table
- Six- gray chairs w/high backs
- Nine- framed prints
- One- credenza w/drawers and two doors
- One- Panasonic TV

HALL WAY

- Two- four drawer file cabinet by Hon
- One- three drawer file cabinet by Hon
- Four- framed prints (polo)

OFFICE ONE (Vacant)

- One- desk w/drawers on each side
- One- credenza w/drawers and a computer tray
- One- gray chair w/low back

- One- 3 hole paper punch
- One- paper cutter
- One- typewriter (Brother AX-250)
- One- pair of speakers (Altec Lansing)
- Three- framed prints

OFFICE TWO (Erickson)

- One- large desk
- One- two drawer file cabinet
- One- bookshelf/Computer stand
- One- gray chair w/low back
- One- guest chair (blue)

OFFICE THREE (Carter)

- One- black leather desk chair
- One- guest chair (blue)
- One- desk w/ drawers on both sides
- One- credenza w/drawers and computer tray
- One- 3 drawer file cabinet with wheels
- One- plant pot w/stands w/plant
- One- set of speakers
- One- easel stand
- Two- framed pictures

OFFICE FOUR (Geraci)

- One- two drawer file cabinet
- One- bookshelf w/two drawer file cabinet
- One- desk - 3 sided
- One- desk chair (burgundy)
- One- set of speakers
- One- round table
- Two- guest chairs (green)
- Three- framed pictures
- One- desk lamp

COPY ROOM

- One- tear drop table
- One- desk - L shaped
- One- two door fax stand
- One- fax machine - Mita LDC-650
- One- copy machine - Mita DC2155
- One- gray chair - low back
- One- gray chair - high back
- One- printer - Lexmark/ laser

KITCHEN

- One- refrigerator
- One- coffee pot
- One- table w/ 2 drawers and shelf
- One- pencil sharpener
- One- microwave
- Six- large coffee cups and saucers
- Six- small coffee cups and saucers
- Six- small coffee spoons
- One- sugar bowl
- One- milk jug

One- draining board and rack

OTHER

- Three- laptops
- Four- monitors (Dell)
- Four- cpu (Dell)
- Four- keyboard (Dell)
- Four- mouse (Dell)
- One- scanner (HP 6200C)
- One- Merlin Legend 20L (telephone system)
- One- Merlin Legend (telephone system)
- Five- Merlin Legend 10DP (telephone system)
- Ten- Merlin Legend (telephone system)

- One- Merlin telephone system
- One- MFS - T1
- One- Access - T
- Two- Patch panels
- One- Hub
- One- Bay Stack
- One- Racal MDF 34
- One- Racal ISX 5311
- One- Cisco 2500 Series
- One- Telephone Rack w/2 shelves