



THE UNITED STATES CORPORATION COMPANY

F00000002194

ACCOUNT NO. : 072100000032

REFERENCE : 642976 7209699

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Puyat

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 20 AM 10:12

ORDER DATE : March 29, 2000

ORDER TIME : 11:27 AM

ORDER NO. : 642976-015

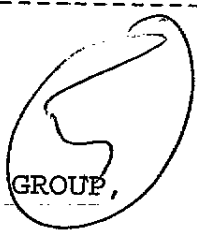
CUSTOMER NO: 7209699

300003215893-0

CUSTOMER: Mr. Eric .. Rosenberg
Zevnik, horton, guibord, mcgovern
1330 Avenue Of The Americas
11th Floor
New York, NY 10019

FOREIGN FILINGS

NAME: THORNWATER ADVISORY GROUP, LTD., INC.



XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ellyn Herndon

RECEIVED
00 APR 20 AM 9:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 20 AM 10:12

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TRANSMITTAL LETTER

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DIVISION OF CORPORATIONS
00 APR 20 AM 10:12

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Thornwater Advisory Group, Ltd., 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:

Eric Rosenberg
(Name of Person)
Zevnik Horton et al.
(Firm/Company)
1330 Avenue of the Americas
(Address)
New York, NY 10019
(City/State/Zip)

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

Eric Rosenberg at (212) 407-0600
(Name of Person) (Area Code & Daytime Telephone Number)

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

FILED
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DIVISION OF CORPORATIONS
APR 20 AM 10:12

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. Thornwater Advisory Group, Ltd., 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. New York
(State or country under the law of which it is incorporated)
3. _____
(FBI number, if applicable)
4. 10/3/85
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 99 Wall Street, New York, NY 10005
(Current mailing address)

8. Act as general partner of partnership conducting securities business in Florida
(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 Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Laura R. Dwyer
(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: ~~See attached officers/directors block~~ Robert Grabowski

Address: 2723 E. 65th Street
Brooklyn, NY 11234

Vice Chairman:

Address:

Director: Clark D. Ruiz II

Address: 274 Gramercy Pl
Jericho, NY 11753

Director:

Address:

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

President: ~~See attached officers/directors block~~ Robert Grabowski

Address: (see above)

Vice President: Clark Ruiz

Address: (see above)

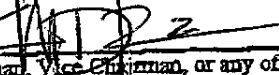
Secretary: Robert Grabowski

Address: (see above)

Treasurer: Clark Ruiz

Address: (see above)

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

13.  VICE - PRES
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Clark Ruiz, Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

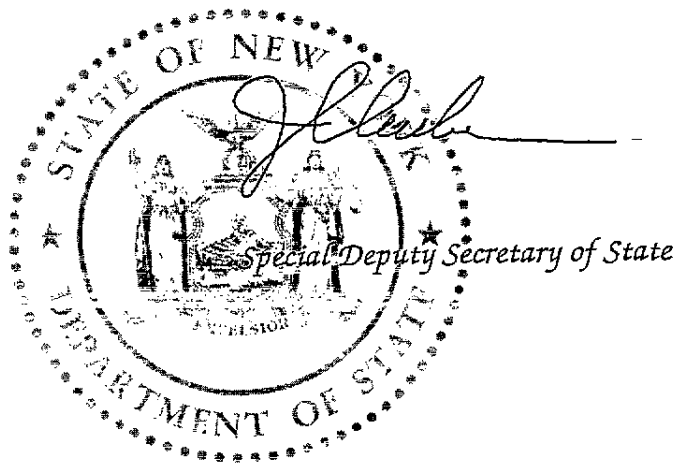
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 20 AM 10:12

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of THORNWATER ADVISORY GROUP, LTD. was filed on 10/03/1985, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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.

Witness my hand and the official seal of the Department of State at the City of Albany, this 14th day of April two thousand.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 20 AM 12



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