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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RAFFERTY CAPITAL MARKETS, 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:

Thomas A. MULROONEY
(Name of Person)
RAFFERTY CAPITAL MARKETS, INC.
(Firm/Company)
1311 MAMARONECK AVENUE - Suite 140
(Address)
WHITE PLAINS, NY 10605
(City/State/Zip)

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

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*****70.00 *****70.00

Thomas MULROONEY at (914) 614-6330
(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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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**RAFFERTY CAPITAL
MARKETS, INC.**

An Affiliate of Rafferty Holdings, LLC

1311 Mamaroneck Avenue
White Plains, New York 10605
phone 914.614.6330 fax 914.614.6322

July 18, 2000

Laurise Ann Harris
Financial Examiner Analyst I
Bureau of Registrations
Division of Securities And
Investor Protection

RE: Branch Office Application
2801 Ocean Drive-Suite 204
Vero Beach, FL 32963-2025
File No. 048794 Sys. No. 133492816 001 001 BDB

Dear Ms. Harris:

Please find attached our completed Transmittal Letter re: the above referenced matter, along with proof of corporate registration with the State of New York and our check in the amount of \$70 for the filing fee with the State of Florida.

Kindly call me if there is any further information or documentation you require. Thank you very much for your assistance and direction in this regard.

Sincerely,

Thomas A. Mulrooney

Thomas A. Mulrooney
President

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TALLAHASSEE FLORIDA

**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. RAFFERTY CAPITAL MARKETS, 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. 13-3492816

(FBI number, if applicable)

4. 11-18-1988

(Date of incorporation)

5. "PERPETUAL"

(Duration: Year corp. will cease to exist or "perpetual")

6. NOT APPLICABLE A/O PRESENT TIME

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1311 MAMARONECK AVENUE - Suite 140

WHITE PLAINS, NY 10605

(Current mailing address)

8. GENERAL SECURITIES BROKER-DEALER registered @ NASD

(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: MICHAEL T. WILLIAMS

Office Address: 2801 OCEAN DRIVE - SUITE 204

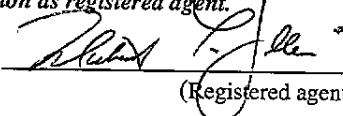
VERO BEACH

Florida, 32963

(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.



(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)

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TALLAHASSEE FLORIDA

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

Chairman: LAWRENCE C. RAFFERTY

Address: RAFFERTY CAPITAL MARKETS, INC., 1311 MAMARONECK AVE., WHITE PLAINS, NY.
10605

Vice Chairman: _____

Address: _____

Director: LAWRENCE C. RAFFERTY

Address: RAFFERTY CAPITAL MARKETS, INC., 1311 MAMARONECK AVE., WHITE PLAINS, NY
10605

Director: _____

Address: _____

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

President: THOMAS A. MULROONEY

Address: RAFFERTY CAPITAL MARKETS, INC., 1311 MAMARONECK AVE., WHITE PLAINS, NY.
10605

Vice President: BARBARA LAUDISI

Address: RAFFERTY CAPITAL MARKETS, INC., 1311 MAMARONECK AVE., WHITE PLAINS, NY
10605

Secretary: STEPHEN P. SPRAGUE

Address: RAFFERTY CAPITAL MARKETS, INC., 1311 MAMARONECK AVE., WHITE PLAINS, NY
10605

Treasurer: SAME as ABOVE. (S. SPRAGUE)

Address: _____

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

13. Thomas A. Mulrooney
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas A. MULROONEY - PRESIDENT
(Typed or printed name and capacity of person signing application)

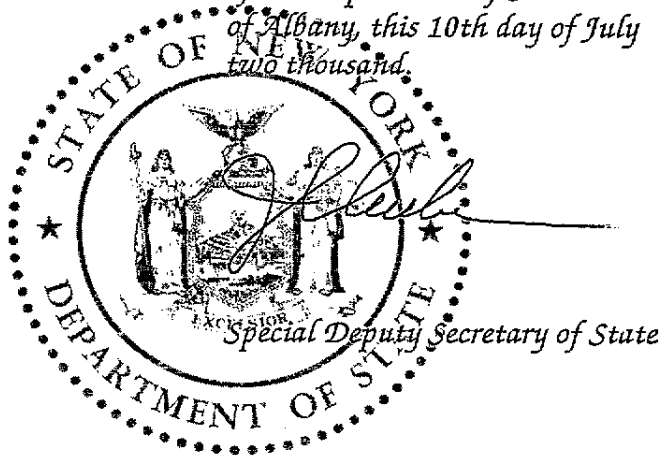
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of RAFFERTY CAPITAL MARKETS, INC. was filed on 11/18/1988, under the name of COHANE RAFFERTY CAPITAL MARKETS, INC., 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.

A Certificate of Amendment COHANE RAFFERTY CAPITAL MARKETS, INC., changing its name to RAFFERTY CAPITAL MARKETS, INC., was filed 05/05/1993.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of July
two thousand.



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SECRETARY OF STATE
TALLAHASSEE FLORIDA