

F00000004998

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Amherst Securities Group 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:

Mitch Maples
(Name of Person) 300003380593--5
-09/01/00--01085--003
*****87.50 *****87.50

Amherst Securities Group Inc.
(Firm/Company)

1900 West Loop South, 5th Floor
(Address)

Houston, TX 77027
(City/State/Zip)

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

Mitch Maples at (713) 888-9100
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name / STREET ADDRESS:

MAILING ADDRESS:

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

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

W. P. Verifier DCC

- ☐ \$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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**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. Amherst Securities Group 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 3. 76-0385312
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. December 2, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. none as of this date Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1900 West Loop South, 5th Floor
Houston, TX 77027
(Current mailing address)
8. Securities 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: John Barry
Office Address: 1515 South Federal Highway, Suite 102
Boca Raton, Florida, 33432
(Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

John Barry
(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: Michael W. Weathers

Address: 1900 West Loop South, 5th Floor
Houston, TX 77027

Vice Chairman: Alan E. Gilbert

Address: 124 West Putnam Avenue, 2nd Floor
Greenwich, CT 06830

Director: Daniel S. Spier

Address: 1900 West Loop South, 5th Floor
Houston, TX 77027

Director: Wayne Fingerman

Address: 1900 West Loop South, 5th Floor
Houston, TX 77027

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

President: Michael W. Weathers

Address: 1900 West Loop South, 5th Floor
Houston, TX 77027

Vice President: N/A

Address: _____

Secretary: Mitch A. Maples

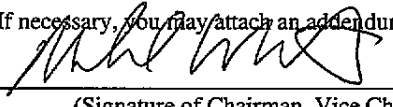
Address: 1900 West Loop South, 5th Floor
Houston, TX 77027

Treasurer: N/A

Address: _____

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TALLAHASSEE, FLORIDA

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. Michael W. Weathers, Chairman
(Typed or printed name and capacity of person signing application)

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 "AMHERST SECURITIES GROUP 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-FIFTH DAY OF JULY, A.D. 2000.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0579520

DATE: 07-25-00