



THE UNITED STATES  
CORPORATION  
COMPANY

# FOU000005570

ACCOUNT NO. : 072100000032

REFERENCE : 850510 7226617

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizub*

ORDER DATE : October 2, 2000

ORDER TIME : 1:23 PM

ORDER NO. : 850510-005

CUSTOMER NO: 7226617

5000003413025--7

CUSTOMER: Ms. Alison Galante  
On-line Brokerage, Inc.  
485 Madison Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: ON-LINE BROKERAGE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED  
00 OCT -3 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 OCT -3 PM 2:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*By 10/3*

**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. On-Line Brokerage, Inc  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 13-3743181  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 11, 1993 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 7/1/00  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 485 Madison Ave. New York NY 10022  
(Principal office address)
- b. \_\_\_\_\_  
(Current mailing address)

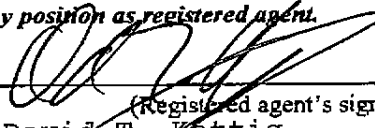
8. Insurance Agency  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: David T. Kettig  
Office Address: 160 International Parkway - Suite 180  
Heathrow, Florida 32746  
(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.*

By:   
(Registered agent's signature)  
David T. Kettig

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.

FILED  
OCT - 3 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Roy T. K. Thung  
Address: 96 Cummings Point Road  
Stamford Ct 06902

Vice Chairman: Martin W. Rein  
Address: 485 Madison Ave  
New York NY 10022

Director: Alex Giordano, President  
Address: 485 Madison Ave  
New York NY 10022

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

00 OCT -3 PM 4:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Alex Giordano  
Address: 485 Madison Ave  
New York NY 10022

Vice Pres: Teresa A. Herbert  
96 Cummings Point Road  
Stamford Ct 06902

Vice President: Gary J. Balvo Fiore  
Address: 485 Madison Ave  
New York NY 10022

Secretary: David T. Kettig  
Address: 485 Madison Ave  
New York NY 10022

Treasurer: John S. Accanetini  
Address: 485 Madison Ave  
New York NY 10022

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

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David T. Kettig  
(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 "ON-LINE BROKERAGE, 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 SECOND DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
OCT-3 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

2319241 8300

001497190

AUTHENTICATION: 0711170

DATE: 10-02-00