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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: STERN BROTHERS & CO.

(Name of corporation - must include suffix)

100003448911--1

-11/02/00--01069--020

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

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.

w-26697

Please return all correspondence concerning this matter to the following:

PEGGY L. BOLLMAN

(Name of Person)

STERN BROTHERS & CO.

(Firm/Company)

8000 MARYLAND AVE., SUITE 1020

(Address)

ST. LOUIS, MO 63105

(City/State/Zip)

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

PEGGY BOLLMAN

(Name of Person)

at (314) 743-9011

(Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV -5 PM 8:00

FILED

92506

mtw

12/5

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 8, 2000

PEGGY L. BOLLMAN
8000 MARYLAND AVE., STE 1020
ST LOUIS, MO 63105

SUBJECT: STERN BROTHERS & CO.
Ref. Number: W00000026697

We have received your document for STERN BROTHERS & CO. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 700A00057807

NOV 8 2000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Stern Brothers & Co.

KANSAS CITY, MISSOURI
ST. PETERSBURG, FLORIDA
TAMPA, FLORIDA

8000 MARYLAND AVENUE, SUITE 1020
ST. LOUIS, MISSOURI 63105-3910

(314) 727-5519
FAX (314) 727-7313

SINCE 1917

November 13, 2000

Mr. Michael Mays
Document Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: W00000026697

Dear Mr. Mays:

I am in receipt of your letter dated November 8th regarding the application of Stern Brothers & Co. for foreign corporation status. Stern Brothers is a securities broker/dealer - investment banking firm incorporated in the State of Missouri. In the summer of 1998 we employed two independent contractors residing in Florida to pursue municipal underwriting in the State of Florida for the firm. Any business they obtain requires the approval and acceptance of NASD registered principals in Missouri.

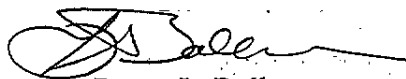
According to our interpretation of your Statutes, we did not feel that a foreign corporation license was required at the time we began this arrangement.

However, in the past few months, Stern Brothers & Co. has expanded its business in the State of Florida to the point whereby we feel the application for a foreign corporation license is probably advisable. Thus, our application submitted to you earlier.

Currently we have no formal offices in the State of Florida; just the two independent contractors working out of their homes. And, as stated above, all Florida business is supervised and approved by Missouri firm principals.

Please advise as to how to proceed. If you would like to call, my direct line is 314-743-4011. I look forward to hearing from you.

Sincerely,



Peggy L. Bollman
Assistant Vice President

cc: Donald A. Estell, President

00 NOV -5 PM 8:05
SECRETARY OF STATE
TALLAHASSEE-FLORIDA
FILED

**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. STERN BROTHERS & CO.
(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. MO. 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1985 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8000 MARYLAND AVE., SUITE 1020
ST. LOUIS MO 63105
(Current mailing address)

8. INVESTMENT BANKING FIRM
(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: H. GILMER NIX
Office Address: 5010 BAYSHORE BLVD. SUITE 1
TAMPA, Florida, 33611
(Zip code)

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00 NOV -5 PM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

H. Gilmer Nix
(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: DONALD A. ESTELL

Address: 801 S. MERAMEC
CLAYTON, MO 63105

Vice Chairman: TERRENCE M. FINN

Address: 28 RIDGEMOOR
CLAYTON, MO 63105

Director: LEONARD L. NOAH

Address: 1703 NE 69th TERRACE
KANSAS CITY, MO 64118

Director:

Address:

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

President: DONALD A. ESTELL

Address: 801 S. MERAMEC
CLAYTON, MO 63105

Vice President: TERRENCE M. FINN

Address: 28 RIDGEMOOR
CLAYTON, MO 63105

Secretary: LEONARD L. NOAH

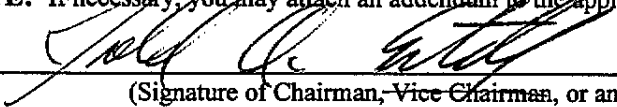
Address: 1703 NE 69th TERRACE
KANSAS CITY, MO 64118

Treasurer: LEONARD L. NOAH

Address: 1703 NE 69th TERRACE
KANSAS CITY, MO 64118

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00 NOV -5 PM 8:05
SECRETARY OF STATE
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. DONALD A. ESTELL CHAIRMAN
(Typed or printed name and capacity of person signing application)

No. 00272364

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

STERN BROTHERS & CO.

was incorporated under the laws of this State on the day of JANUARY, 1985, and is in good standing, having complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 25th day of OCTOBER, 2000.

Rebecca McDowell Cook
Secretary of State



00 NOV -5 2 PM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED