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CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

CONTACT: Denise Mick

ACCOUNT #: 072100000032

REF#: 955462

AUTHORIZATION:

COST LIMIT: \$70,00

Patricia Pizzuto

ORDER DATE: 1-9-01

ENTITY NAME: DALTON Kent Security Group Inc.

DOMESTIC FILING ☒ FOREIGN FILING

----- ARTICLES OF INCORPORATION

----- CERTIFICATE OF LIMITED PARTNERSHIP

☒ QUALIFICATION

300003530363--2

----- CERTIFICATE OF LLC

----- ARTICLES OF AMENDMENT

☒ STAMPED COPY

PLEASE RETURN

----- CERTIFIED COPY

----- CERTIFICATE OF GOOD STANDING

FILED
01 JAN -9 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JAN -9 PM 3:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

131
1/5

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. DALTON KENT 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. NEW YORK

(State or country under the law of which it is incorporated)

3. 13-3832904

(FEI number, if applicable)

4. MARCH 8, 1995

(Date of incorporation)

5. PERPETUAL

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

UPON QUALIFICATION

6. UPON QUALIFICATION
(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. 711 5th AVENUE, 15th FLOOR

(Principal office address)

NEW YORK, NY 10022

(Current mailing address)

8. TO TRANSACT BUSINESS IN FLORIDA AS A SECURITIES BROKER 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

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

BRIAN COURTNEY, ASST. V.P.

(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.

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

A. DIRECTORS

Chairman: ~~See attached officers/directors rider~~

Address: _____

Vice Chairman: _____

Address: _____

Director: ALAN L. JACOBS

Address: 225 NORTHEAST MIZNER BOULEVARD, SUITE 730

BOCA RATON, FLORIDA 33432

Director: MICHAEL JACOBS

Address: 225 NORTHEAST MIZNER BOULEVARD, SUITE 730

BOCA RATON, FLORIDA 33432

B. OFFICERS

President: ~~See attached officers/directors rider~~ ALAN L. JACOBS

Address: SAME AS ABOVE

Vice President: _____

Address: _____

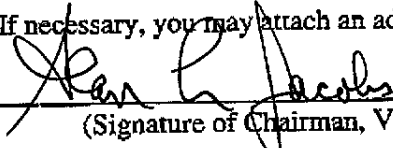
Secretary: MICHAEL JACOBS

Address: SAME AS ABOVE

Treasurer: _____

Address: _____

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. ALAN L. JACOBS, PRESIDENT

(Typed or printed name and capacity of person signing application)

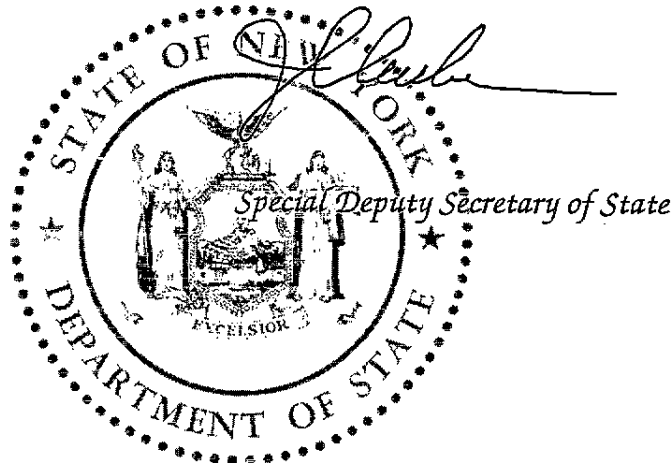
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TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of DALTON KENT SECURITIES GROUP INC. was filed on 03/08/1995, 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 04th day of January,
two thousand and
and one.



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