

F010000000540

IT CORPORATION SYSTEM

CORPORATION(S) NAME

Smartportfolio, com, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____ 1/19/01
Availability _____
Document _____ MS
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

Order#: 3514749

Ref#: _____

Amount: \$ _____

SECRETARY OF STATE
TALLAHASSEE-FLORIDA

01 JAN 29 PM 3:04

FILED

DIVISION OF CORPORATION

01 JAN 19 PM 1:36

RECEIVED

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*****78.75 *****78.75

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION SYSTEM

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660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: SMARTPORTFOLIO.COM, INC.
Ref. Number: W01000001519

We have received your document for SMARTPORTFOLIO.COM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 501A00003199

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01 JAN 29 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILE 2nd

**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. SmartPortfolio.com, 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

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

3. 13-4149302

(FEI number, if applicable)

4. December 20, 2000

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 14 Wall Street

New York, NY 10005

(Current mailing address)

8. Any lawful act or activity for which a corporation may be organized under the General
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) Corporation Law of
Delaware.

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

Florida, 33324

(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.

C T Corporation System

Jennifer L. Morgia, Assistant Secretary
(Registered agent's signature)

**Jennifer L. Morgia
C T Corporation System
Assistant Secretary**

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jordan Goldstein

Address: 14 Wall Street, New York, NY 10005

Director: _____

Address: _____

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

President: Thomas J. Clarke

Address: 14 Wall Street, New York, NY 10005

Vice President: Jordan Goldstein

Address: 14 Wall Street, New York, NY 10005

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Jordan Goldstein
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
SmartPortfolio.com, Inc.

14. Jordan Goldstein, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTPORTFOLIO.COM, 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 SEVENTEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
01 JAN 29 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor

Secretary of State

3333015 8300

010026773

AUTHENTICATION: 0919985

DATE: 01-17-01