

CT CORPORATION SYSTEM

F010000000896

CORPORATION(S) NAME

Financial Broadband Network, Inc.

FILED
01 FEB 15 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<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 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
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Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/15/01

m.s.

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Order#: 3574070

Ref#: _____

Amount: \$ _____

RECEIVED
01 FEB 15 PM 12:36
DIVISION OF CORPORATION

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

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.*

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 TALLAHASSEE, FLORIDA

1. Financial Broadband Network, 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. Applied for
 (FEI number, if applicable)
4. February 9, 2001
 (Date of incorporation)
5. Perpetual
 (Duration: Year corp. will cease to exist or "perpetual")
6. As soon as possible after receiving a Certificate of Authority
 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 226 West 26th Street, Studio D
New York, New York 10001
 (Current mailing address)

8. To provide investment information and any other lawful purpose.
 (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: CT 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.

CT Corporation System

[Signature]
 (Registered agent's signature)

Special 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)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) See Attachment No. 1

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Thomas J. Mazzarisi, Executive Vice President, General Counsel and
(Typed or printed name and capacity of person signing application) Secretary

FINANCIAL BROADBAND NETWORK, INC. (Attachment 1):

Set forth below is the information requested by Item 12 of the Application for Authorization to Transact Business in Florida:

<u>Name of Director or Officer</u>	<u>Position With Financial Broadband Network, Inc.</u>	<u>Business Address</u>
1. Gary Valinoti	President, Chief Executive Officer and Director	226 West 26th Street, Studio D New York, New York 10001
2. Thomas J. Mazzarisi	Executive Vice President, General Counsel and Secretary	1200 N. Federal Highway, Suite 200 Boca Raton, FL 33432
3. Stephen J. Schoepfer	Executive Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer	226 West 26th Street, Studio D New York, New York 10001
4. Mark Valentine	Chairman of the Board of Directors	c/o Thomson Kernaghan & Co., Ltd. 365 Bay Street, 10th Floor Toronto, Ontario M5H 2V2 Canada
5. Graham Moysey	Director	c/o Thomson Kernaghan & Co., Ltd. 365 Bay Street, 10th Floor Toronto, Ontario M5H 2V2 Canada

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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 "FINANCIAL BROADBAND NETWORK, 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 NINTH DAY OF FEBRUARY, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0966256

DATE: 02-09-01