

# F010000002424

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

200004133362--4  
-05/03/01--01052--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** DIRECT XCHANGE SECURITIES, INC.  
(Name of corporation - must include suffix)

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.

Please return all correspondence concerning this matter to the following:

Roger L. Shaffer  
(Name of Person)  
Direct XChange Securities, Inc.  
(Firm/Company)  
2700 N. Military Trail, Suite 200  
(Address)  
Boca Raton, FL 33431  
(City/State and Zip code)

For further information concerning this matter, please call:

Roger L. Shaffer at ( 561 ) 981-3400  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY -2 AM 9:55

FILED

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4P

**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. Direct XChange Securities, 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. Texas 3. 75-2697870  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 28, 1997 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
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. 2700 N. Military Trail, Suite 200, Boca Raton, FL 33431  
(Principal office address)
- Same  
(Current mailing address)

8. Engaging in any lawful act, activity and/or business for which corporations may be organized.  
(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)

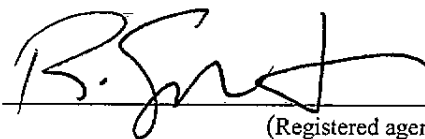
Name: Roger L. Shaffer

Office Address: 2700 N. Military Trail, Suite 200

Boca Raton, Florida 33431  
(City) (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.*



(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.

**FILED**  
01 MAY -2 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: Ernest Stevenson zum Tobel

Address: 2700 N. Military Trail, Suite 200, Boca Raton, FL 33431

Vice Chairman:

Address:

Director: Roger L. Shaffer

Address: 2700 N. Military Trail, Suite 200, Boca Raton, FL 33431

Director:

Address:

B. OFFICERS

President: Ernest Stevenson zum Tobel

Address: 2700 N. Military Trail, Suite 200, Boca Raton, FL 33431

Vice President: Roger L. Shaffer

Address: 2700 N. Military Trail, Suite 200, Boca Raton, FL 33431

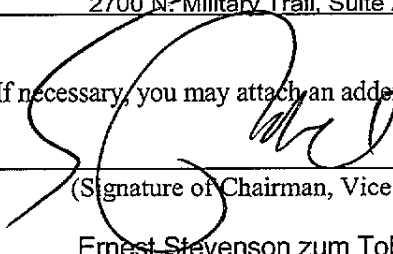
Secretary: Roger L. Shaffer

Address: 2700 N. Military Trail, Suite 200, Boca Raton, FL 33431

Treasurer: Gabriel A. Ricciardelli

Address: 2700 N. Military Trail, Suite 200, Boca Raton, FL 33431

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. Ernest Stevenson zum Tobel  
(Typed or printed name and capacity of person signing application)

FILED  
01 MAY -2 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

DIRECT XCHANGE SECURITIES, INC.  
File No. 1435655-00

were filed in this office and a certificate of incorporation was issued to this corporation,  
and no certificate of dissolution is in effect and the corporation is currently in existence.



IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
Austin, Texas on April 26, 2001.

FILED  
01 MAY -2 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Henry Cuellar  
Secretary of State DAE