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PLEASE REPLY TO:
JACKSONVILLE OFFICE

October 18, 2001

- * FLORIDA BAR BOARD CERTIFIED TAX LAW
- ** FLORIDA BAR BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAW
- *** FLORIDA BAR BOARD CERTIFIED REAL ESTATE LAW

Division of Corporations
ATTN: Registration Section
Post Office Box 6327
Tallahassee, Florida 32314

RE: R. B. Wolff & Company, Inc.

000004648170--1
-10/22/01--01060--008
*****78.75 *****78.75

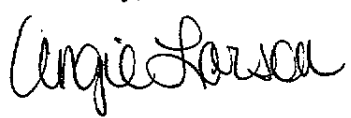
wo1-24544

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation. Also enclosed is this firm's check for \$78.75, representing the filing fee and certified copy thereof. Please file the Application accordingly and return the certified copy to me at the above Jacksonville address.

If there are any questions regarding this filing, please contact me at the above number. Thank you for assistance in this matter.

Sincerely,



Angelia F. Larson,
Paralegal

Enclosures
af/179242

FILED
01 DEC -4 AM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4mtr
12/5



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 23, 2001

FISHER, TOUSEY, LEAS & BALL
ONE INDEPENDENT DR., STE 2600
JACKSONVILLE, FL 32202

SUBJECT: R.B. WOLFF & COMPANY, INC.
Ref. Number: W01000024541

We have received your document for R.B. WOLFF & COMPANY, 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):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

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) 245-6097.

Michael Mays
Document Specialist

Letter Number: 101A00058379

01 DEC -4 AM 12:24
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. R. B. Wolff & Company, 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. Georgia 3. 58-1643614
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/28/85 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2001
(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. #3 Cotesworth Place, Savannah, Georgia 31411-2876
(Principal office address)
#3 Cotesworth Place, Savannah, Georgia 31411-2876
(Current mailing address)
8. Commodity Brokerage Services and any and all legal purposes
(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: Michael R. Leas, Esquire
Office Address: One Independent Drive, Suite 2600
Jacksonville, Florida 32202
(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 DEC -4 AM 12:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

A. DIRECTORS

Chairman: Ronald B. Wolff

Address: #3 Cotesworth Place
Savannah, Georgia 31411-2876

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Ronald B. Wolff

Address: #3 Cotesworth Place
Savannah, Georgia 31411-2876

Vice President: _____

Address: _____

Secretary: Elizabeth Willis Wolff


Address: #3 Cotesworth Place, Savannah, Georgia 31411-2876

Treasurer: Elizabeth Willis Worth

Address: #3 Cotesworth Place, Savannah, Georgia 31411-2876

FILED
01 DEC -4 AM 12:24
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. Ronald B. Wolff
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 013240675
CONTROL NUMBER : J516501
DATE INC/AUTH/FILED: 10/28/1985
JURISDICTION : GEORGIA
PRINT DATE : 11/20/2001
FORM NUMBER : 211

FISHER, TOUSEY, LEAS & BALL
ANGIE LARSON
ONE INDEPENDENT DR., STE. 2600
JACKSONVILLE, FL 32202

CERTIFICATE OF EXISTENCE

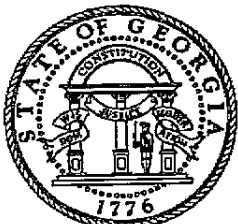
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

R. B. WOLFF & COMPANY, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State