

Seal of the State of Florida
F02000000647

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TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Key Financial Corporation
(Corporation Name) (Document #)

400004880804--8
-02/05/02--01066--012
*****87.50 *****87.50

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time
☐ Mail out ☐ Will wait

- ☒ Certified Copy
☒ Certificate of Status

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☒ Foreign
☒ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

FO 2000-0067

KEY FINANCIAL CORPORATION

WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
IN LIEU OF HOLDING A SPECIAL MEETING

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TALLAHASSEE, FLORIDA
CLERK OF THE SUPREME COURT

The undersigned, comprising all the members of the Board of Directors (the "Board") of KEY FINANCIAL CORPORATION, a corporation duly organized under the laws of the State of New York (the "Corporation"), do hereby make the following written statement in lieu of holding a special meeting of the Board of the Corporation.

WHEREAS, the Board desires to have the Corporation conduct business operations in the State of Florida and consequently needs to submit an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application") with the Florida Department of State (the "Department").

WHEREAS, there is a Florida corporation currently registered with the Department under a name substantially similar to the name of the Corporation; therefore, the Corporation must use an alternate name for purposes of the Application.

WHEREAS, the Board, believing it to be in the best interests of the Corporation, hereby unanimously adopts the following resolutions.

NOW THEREFORE IT IS:

RESOLVED, that the Board approves the use of the name "KEY FINANCIAL CORPORATION OF NEW YORK" for the Corporation's use in connection with its operations in Florida and submission of the Application; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to execute and file all documents, and to take such actions as they may deem necessary or proper in order to consummate the foregoing resolution, including, but not limited to, filing the Application with the Department.

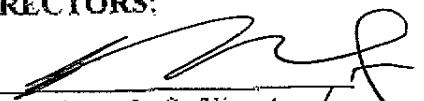
This Consent may be signed in counterparts, each of which will be considered an original and all of which shall constitute the same document. This Consent shall be binding on the party who signed it, when a signed copy has been transmitted to the Corporation by facsimile or otherwise.

1

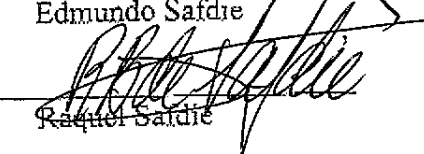
Handwritten signatures:
K. S.
[Signature]

The Consent will be deemed to be effective as of the 28th day of January, 2002.

DIRECTORS:



Edmundo Safdie



Raquel Safdie

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. KEY FINANCIAL CORPORATION

(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. 13-3377483

(FBI number, if applicable)

4. October 21, 1986

(Date of incorporation)

5. Perpetual

(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. 320 Park Avenue, New York, New York 10022

(Principal office address)

c/o Shutts & Bowen, 201 S. Biscayne Blvd., Suite 1600 (BB), Miami, FL 33131

(Current mailing address)

8. Any activity or business permitted under the laws of the United States, the State of New York and the State of Florida

(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 Company of Miami

Office Address: 201 S. Biscayne Blvd., Suite 1500

Miami, Florida 33131

(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.

CORPORATION COMPANY OF MIAMI

Lalaine A. Landau
By: Lalaine A. Landau, Assistant Secretary

(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Edmundo SafdieAddress: c/o Key Financial Corporation
320 Park Avenue, New York, NY 10022

Vice Chairman: _____

Address: _____

Director: Raquel SafdieAddress: c/o Key Financial Corporation
320 Park Avenue, New York, NY 10022

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: Gabriel R. SafdieAddress: c/o Key Financial Corporation
320 Park Avenue, New York, NY 10022Secretary: Elliot RosenfeldAddress: c/o Key Financial Corporation 320 Park Avenue, New York, NY 10022

Authorized Signatories

~~XXXXXXXX~~ Curtis Farrell; Karen MarcusAddress: c/o Key Financial Corporation 320 Park Avenue, New York, NY 10022

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. Elliot Rosenfeld, Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of KEY FINANCIAL CORPORATION was filed on 10/21/1986, under the name of KEY FUNDING CORP., 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.

A Certificate of Amendment KEY FUNDING CORP., changing its name to KEY FINANCIAL CORPORATION, was filed 12/12/1986.

The Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of January
two thousand and two.



[Signature]
Special Deputy Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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