



FO20000001946

March 18, 2002

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: On-Line Brokerage, Inc.

Dear Sirs:

Enclosed is our Application for Certificate of Authority to Conduct Business in the State of Florida as an Administrator. I am also enclosing an original Certificate of Good Standing from our home state of Delaware dated March 12, 2002 and our fee associated with this filing in the amount of \$70.00. We trust the above will allow you to issue a Charter on behalf of On-Line Brokerage, Inc.

Please mail correspondence to:

On-Line Brokerage, Inc.
485 Madison Avenue ~ 14th Floor
New York, NY 10022-5872
Attn: M. Pierrot

If you have any questions, please contact me.

Very truly yours,

Marcelle Pierrot

Marcelle Pierrot
Legal/Compliance

Encl.

Document Examiner	✓
Updater	
Verifier	
Acknowledgment	
A. P. Verifier	

FO (med)
✓ 4/18

FF \$70.00

Rec'd.
4/16/02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 16 PM 4:03

000005288790--8
-04/17/02-01024--001
*****70.00 *****70.00



April 15, 2002

Ms. Brenda Tadlock
Document Specialist
Division of Corporations
Florida Department of Insurance
409 East Gaines Street
Tallahassee, FL 32399

Re: On-Line Brokerage, Inc.

Dear Ms. Tadlock:

Enclosed is our Application by Foreign Corporation For Authorization to Transact Business in Florida form. ✓

I apologize for the delay in sending you this form. I trust this will enable you to continue with the processing of our application. ✓

If you have any questions, please let me know.

Sincerely,


Marcelle Pierrot
Legal/Compliance

Enc.

✓

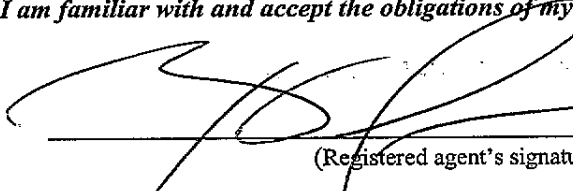
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. On-Line Brokerage, 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 13-3743181 13-3743181
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 12/16/1992 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. 160 International Parkway, Suite 180, Heathrow, FL 32746
(Principal office address)
485 Madison Avenue, New York, NY 10022 - 14th Floor
(Current mailing address)
8. Third Party Administrator
(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 Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.


Brian Courtney
Asst. V. Pres.

(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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 16 PM 4:03

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

A. DIRECTORS

Chairman: None

Address: _____

✓ Director: David T. Kettig, Senior Vice President and Secretary

Address: 485 Madison Avenue

New York, New York 10022

✓ Director: Alex Giordano

Address: 485 Madison Avenue - 14th Floor

New York, NY 10022-5872

✓ Director: Gary J. Balzofiore

Address: 485 Madison Avenue - 14th Floor

New York, NY 10022

B. OFFICERS

✓ President: Alex Giordano

Address: 485 Madison Avenue, 14th Floor

New York, NY 10022

○ Vice President: & Controller, Gary J. Balzofiore

Address: 485 Madison Avenue - 14th Floor

New York, NY 10022

○ Secretary: & Senior Vice President: David T. Kettig

Address: 485 Madison Avenue - 14th Floor New York, NY 10022

Treasurer: Vice President: Robert Lord

Address: 160 International Parkway, Ste. 180, Heathrow, FL 32746

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. Alex Giordano, President

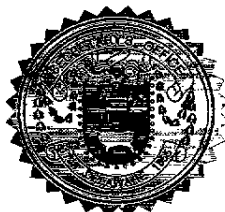
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ON-LINE BROKERAGE, 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 SIXTEENTH DAY OF NOVEMBER, A.D. 2001.



2319241 8300

010576299

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1660319

DATE: 03-12-02