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FO2-6401
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FTN Financial Securities Corp
(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:

Vicki Huggins
(Name of Person)

FTN Financial Securities Corp
(Firm/Company)

845 Crossover Lane, Suite 150
(Address)

Memphis, Tennessee 38117
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Vicki Huggins at (901) 435-7935
(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

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. FTN Financial Securities Corp

(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. Tennessee 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-30-1998 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. 845 Crossover Lane, Ste. 150 Memphis, TN 38117
(Principal office address)

845 Crossover Lane, Ste. 150 Memphis, TN 38117
(Current mailing address)

8. NASD - Branch office - Securities
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

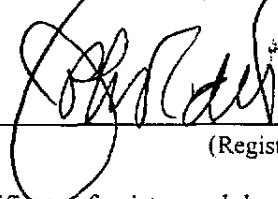
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JOHN RADTKE

Office Address: 101 N. E. 3rd Avenue Ste. 1500
Ft. Lauderdale, Florida 33301
(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Louis T. Iglehart

Address: 845 Crossover Lane

Memphis, TN 38117

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Gary Grear

Address: 845 Crossover Lane

Memphis, TN 38117

Vice President: _____

Address: _____

Secretary: James Wingett

Address: 845 Crossover Lane Memphis, TN 38117

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Louis T. Iglehart
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LOUIS T. IGLEHART
(Typed or printed name and capacity of person signing application)

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 12/17/2002
REQUEST NUMBER: 4677-1358
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 10/30/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0359991
JURISDICTION: TENNESSEE

TO:
FTN FINANCIAL SECURITIES CORP/V. HUGGINS
845 CROSSOVER LN
SUITE 150
MEMPHIS, TN 38117

REQUESTED BY:
FTN FINANCIAL SECURITIES CORP/V. HUGGINS
845 CROSSOVER LN
SUITE 150
MEMPHIS, TN 38117

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"FTN FINANCIAL SECURITIES CORP."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/17/02

FROM:
FTN FINANCIAL
845 CROSSOVER LN
SUITE 150
MEMPHIS, TN 38117-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003181043
ACCOUNT NUMBER: 00410803



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE