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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850)224-8870
Fax Number : (850)224-7047

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6/23/27

FOREIGN PROFIT QUALIFICATION

WEB CD SECURITIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RECEIVED

03 MAR 27 PM 1:57

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Web CD 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:

William R. Burdette

(Name of Person)

Web CD Securities, Inc

(Firm/Company)

2103 Coral Way, #202

(Address)

Miami, FL 33145

(City/State and Zip code)

For further information concerning this matter, please call:

William R. Burdette

(Name of Person)

at (305) 856-4228

(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

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

4. 07/31/1997 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. 2103 Coral Way, #202 Miami, FL 33145
(Principal office address)

Same as above
(Current mailing address)

8. NASD Broker /Dealer
(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)

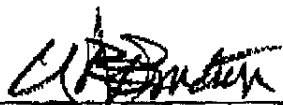
Name: William R. Burdette

Office Address: 2103 Coral Way, #202

Miami, Florida 33145
(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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William R. Burdette

Address: 6795 S.W. 74 Street South Miami, FL 33143

Vice Chairman:

Address:

Director: E. Joseph Grady

Address: 11040 S.W. 69 Avenue Pinecrest FL, 33156

Director: Jorge H. Coloma

Address: 10 Edgewater Drive , #3D Coral Gables, FL 33133

B. OFFICERS

President: William R. Burdette

Address: 6795 S.W. 74 Street South Miami, FL 33143

Vice President: E. Joseph Grady (Executive Vice President)

Address: 11040 S.W. 69 Avenue Pinecrest FL, 33156


Secretary: E. Joseph Grady

Address: 11040 S.W. 69 Avenue Pinecrest FL, 33156

Treasurer: Jorge H. Coloma (Executive Vice President)

Address: 10 Edgewater Drive , #3D Coral Gables, FL 33133

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. **WILLIAM R. BURDETTE**
(Typed or printed name and capacity of person signing application)

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Delaware

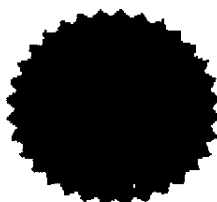
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEB CD SECURITIES 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 TWENTY-FIFTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WEB CD SECURITIES INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2328315

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DATE: 03-25-03

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