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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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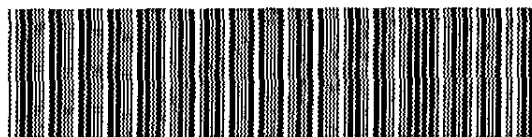
(Business Entity Name)

(Document Number)

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2003 MAY 23 AM 10:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 29 2003

LAW OFFICES

BECKER & POLIAKOFF, P.A.

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E-Mail

May 16, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

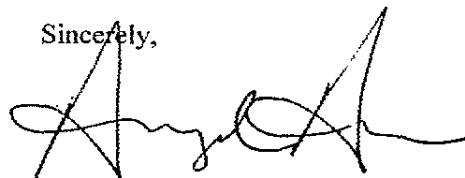
Re: Lloyd, Scott & Valenti, Inc. (the "Company")

Dear Sir or Madam:

Please find enclosed for your review an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation together with an original Certificate of Good Standing for the Company issued by the Secretary of State of Texas. Additionally, please find enclosed check number 001071 made payable to the Florida Division of Corporations in the amount of seventy eight and 75/100 dollars (\$78.75) for the filing fee and Certificate of Status. Your prompt attention to this matter would be greatly appreciated.

If you have any questions, please feel free to call me at the number provided above.

Sincerely,



Angel Armas
For the Firm

AA/tk/Enclosure

cc: Michael Guss
Natalia Poliakova, Esq.

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DIVISION OF CORPORATIONS
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. Lloyd, Scott & Valenti, 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. Texas

(State or country under the law of which it is incorporated)

3. 76-0274513

(FEI number, if applicable)

4. February 1, 1989

(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. 1401 Brickell Avenue, Suite 1060, Miami, Florida 33131

(Principal office address)

1401 Brickell Avenue, Suite 1060, Miami, Florida 33131

(Current mailing address)

8. Investment banking and brokerage services

(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: Angel Armas, Esq.

Office Address: 5201 Blue Lagoon Drive, #100

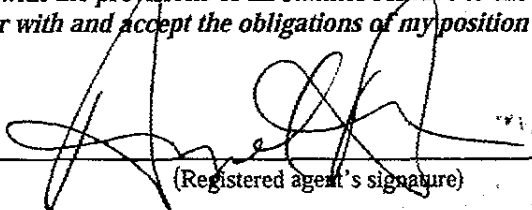
Miami, Florida 33126

(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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& BUSINESSES
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Sterling S. Lee

Address: 7701 N. Lamar Boulevard, #408, Austin, TX 78752

Vice Chairman: _____

Address: _____

Director: Dennis T.L. Gordon

Address: 11191 Westheimer, #330, Houston, TX 77042

Director: _____

Address: _____

B. OFFICERS

President: Dennis T.L. Gordon

Address: 11191 Westheimer, Suite 330, Houston, TX 77042

Vice President: _____

Address: _____

Secretary: Kathia I. Santiago

Address: 140 Jefferson Avenue, #14014, Miami Beach, FL 33139

Treasurer: Sterling S. Lee

Address: 7701 N. Lamar Boulevard, Suite 408, Austin, TX 78752

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

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

14. Kathia I. Santiago, Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for LLOYD, SCOTT & VALENTI, INC. (filing number: 110319600), a Domestic Business Corporation, was filed in this office on February 01, 1989.

It is further certified that the entity status in Texas is active.

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OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 07, 2003.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State