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Division of Corporations

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Florida Department of State  
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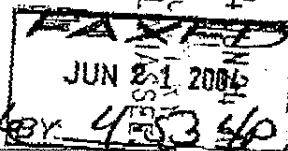
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FOREIGN PROFIT QUALIFICATION

MIDDLEGATE SECURITIES, LTD

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 22, 2004

FLORIDA FILING & SEARCH SERVICES

SUBJECT: MIDDLEGATE SECURITEIS, LTD  
REF: W04000023917

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

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Marsha Thomas  
Document Specialist

FAX Aud. #: H04000130390  
Letter Number: 404A00041198

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04 JUN 24 AM 10:22  
DIVISION OF CORPORATIONS

H040001303903

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDAIN 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. Middlegate Securities, Ltd., Co.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")  
Middlegate Securities, Ltd., Co.  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. New York  
(State or country under the law of which it is incorporated)
3. 13-3440941  
(FEI number, if applicable)
4. 9/9/87  
(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 617.155, F.S.))
7. 8 West 40th Street, New York, New York 10018  
(Principal office address)  
8 West 40th Street, New York, New York 10018  
(Current mailing address)
8. 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: Capitol Corporate Services, Inc.  
Office Address: 1333 N Duval St.  
Tallahassee, Florida 32303  
(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.

Barbara A. Kuefner, Assoc. Sec.  
(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.

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

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**A. DIRECTORS**

Chairman: Esther Verdiger

Address: 8 West 40th Street, New York, New York 10018

Vice Chairman: Alberto Sutton

Address: 8 West 40th Street, New York, New York 10018

Director: Isaac Sutton

Address: 8 West 40th Street, New York, New York 10018

Director: Elliot Sutton

Address: 8 West 40th Street, New York, New York 10018

**B. OFFICERS**

President: Esther Verdiger

Address: 8 West 40th Street, New York, New York 10018

Vice President: Alberto Sutton

Address: 8 West 40th Street, New York, New York 10018

Secretary: Isaac Sutton

Address: 8 West 40th Street, New York, New York 10018

Treasurer: Elliot Sutton

Address: 8 West 40th Street, New York, New York 10018

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

13. [Signature]  
(Signature of Director or Officer listed in number 12 of the application)

14. Esther Verdiger, President  
(Typed or printed name and capacity of person signing application)

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**State of New York } ss:  
Department of State**

I hereby certify, that the Certificate of Incorporation of MIDDLEGATE SECURITIES LTD., was filed on 09/09/1987, under the name of CENTRA-FIN SECURITIES LTD., 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 CENTRA-FIN SECURITIES LTD., changing its name to MIDDLEGATE SECURITIES LTD., was filed 10/05/1987.



\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 17th day of June  
two thousand and four.

A handwritten signature in dark ink, appearing to read "R. A. D.", is written over a horizontal line.

Secretary of State