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CT CORPORATION SYSTEM

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Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

M Financial Securities Marketing, Inc.

WOS-39277

Certificate of Status	0
Certified Copy	0
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CT CORPORATION SYSTM
CT CORP

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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. M Financial Securities Marketing, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Int.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Oregon

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

3. 20-3045387

(FEI number, if applicable)

4. 06/20/2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1125 NW Couch St. STE 900, Portland, OR 97209

(Principal office address)

same

(Current mailing address)

8. See Attachment

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida

33324

(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.*

C T Corporation System

By: _____

(Registered agent's signature)

JACK CASKEY, ASST. V.P.

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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHMENT

President: Randall M. O'Connor

Address: 1125 NW Couch St. STE 900

Portland, OR 97209

Vice President: _____

Address: _____

Secretary: David W. Schutt

Address: 1125 NW Couch St. STE 900 Portland, OR 97209

Treasurer: Kevin B. Kukar

Address: 1125 NW Couch St. STE 900 Portland, OR 97209

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

13. Randall M O'Connor 8/16/05
(Signature of Director or Officer listed in number 12 of the application)

14. Randall M. O'Connor, President
(Typed or printed name and capacity of person signing application)

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Attachment

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Attachment to Florida

Purpose Clause

To engage in business as a broker-dealer in securities and an agent or producer in all classes of insurance. To offer, market and sell, as agent or as principal, other financial services and products.

Officers & Directors

-
- | | | |
|----|-------------------|---------------------------|
| 1. | Full Name: | Randall M. O'Connor |
| | Officer/Director: | Officer |
| | Officer's Title: | President |
| | Business Address: | 1125 NW Couch St. STE 900 |
| | City: | Portland |
| | State: | OR |
| | ZIP Code: | 97209 |
| 2. | Full Name: | Stephen M. Youhn |
| | Officer/Director: | Officer |
| | Officer's Title: | Chief Compliance Officer |
| | Business Address: | 1125 NW Couch St. STE 900 |
| | City: | Portland |
| | State: | OR |
| | ZIP Code: | 97209 |
| 3. | Full Name: | David W. Schutt |
| | Officer/Director: | Officer |
| | Officer's Title: | Secretary |
| | Business Address: | 1125 NW Couch St. STE 900 |
| | City: | Portland |
| | State: | OR |
| | ZIP Code: | 97209 |
| 4. | Full Name: | Kevin B. Kukar |
| | Officer/Director: | Officer |
| | Officer's Title: | Treasurer |
| | Business Address: | 1125 NW Couch St. STE 900 |
| | City: | Portland |
| | State: | OR |
| | ZIP Code: | 97209 |
| 5. | Full Name: | Fred H. Jonske |
| | Officer/Director: | Director |
| | Officer's Title: | |
| | Business Address: | 1125 NW Couch St. STE 900 |
| | City: | Portland |
| | State: | OR |
| | ZIP Code: | 97209 |

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

M FINANCIAL SECURITIES MARKETING, INC.

was

incorporated

under the Oregon

Business Corporation Act

on

June 20, 2005

and is active on the records of the Corporation Division as
of the date of this certificate.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State

By Jana S. Breneman
Jana S. Breneman
August 15, 2005

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