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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Madison Avenue 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:

Martin W. McNees

(Name of Person)

Madison Avenue Securities, Inc.

(Firm/Company)

10731 Treena St. Suite 201

(Address)

San Diego, CA 92131

(City/State and Zip code)

For further information concerning this matter, please call:

Martin W. McNees

(Name of Person)

at (858) 357-2922

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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. Madison Avenue Securities, Inc.

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

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

2. Delaware

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

3. 71-0987804

(FEI number, if applicable)

4. 05/05/2005

(Date of incorporation)

5. Perpetual

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

6. _____

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

7. 10731 Treena St. Suite 201, San Diego, CA 92131

(Principal office address)

10731 Treena St. Suite 201, San Diego, CA 92131

(Current mailing address)

8. General Securities 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 NOT acceptable)

Name: **NRAI Services, Inc.**

Office Address: **2731 Executive Park Dr., Suite 4**

Weston, Florida **33331**

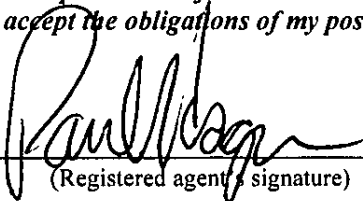
(City)

(Zip code)

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06 MAY 24 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

Paul J. Hagan, Assistant Secretary

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:

A. DIRECTORS

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: Ismael Manzanares, Jr.

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

Director: Michael Midlam

Address: 9715 Businesspark Ave., San Diego, CA 92131

B. OFFICERS

President: Ismael Manzanares, Jr.

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

Vice President: Jane Sinclair

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

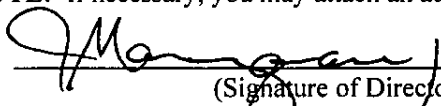
Secretary: Jane Sinclair

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

Treasurer: Constance Knapp

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

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

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

14. Ismael Manzanares, Jr, President & CEO

(Typed or printed name and capacity of person signing application)

Madison Avenue Securities, Inc.
Officers and Directors

Officers:

Ismael Manzanares, Jr., President
and CEO
10731 Treena Street
Suite 201
San Diego, CA 92131

Jane Sinclair, Vice President,
Corporate Secretary
10731 Treena Street
Suite 201
San Diego, CA 92131

Constance Knapp, Treasurer
10731 Treena Street
Suite 201
San Diego, CA 92131

Directors:

Ismael Manzanares, Jr.
10731 Treena Street
Suite 201
San Diego, CA 92131

Stephanie Akerstrom
Asset Marketing Systems, LLC
9715 Businesspark Ave.
San Diego, CA 92131

Michael Midlam
Asset Marketing Systems, LLC
9715 Businesspark Ave.
San Diego, CA 92131

Leslie L. Durland
2519 Old Darby Road
Darby, MT 59829

Colin Fort
1053 Passiflora Ave.
Leucadia, CA 92024

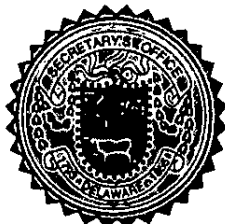
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MADISON AVENUE 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 ELEVENTH DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MADISON AVENUE SECURITIES, INC." WAS INCORPORATED ON THE FIFTH DAY OF MAY, A.D. 2005.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4661822

DATE: 04-11-06