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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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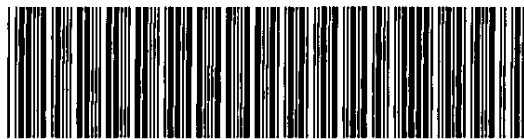
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

TO: New Filing Section
Division of Corporations

SUBJECT: Legend Merchant Group, 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:

David Barnett

(Name of Person)

Legend Merchant Group, Inc.

(Firm/Company)

30 Broad Street, 38th Floor

(Address)

New York, New York 10004

(City/State and Zip code)

For further information concerning this matter, please call:

David Barnett

(Name of Person)

at (646) 521-7505

(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. Legend Merchant Group, 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. New York

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

3. 13-3936682

(FEI number, if applicable)

4. November 17, 1994

(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. 30 Broad Street, New York, New York 10004

(Principal office address)

30 Broad Street, New York, New York 1004

(Current mailing address)

8. Registered 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

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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.

Ann R. Shilling

(Registered agent's signature) Ann R. Shilling, 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:

A. DIRECTORS

Chairman: John Shaw
Address: 30 Broad Street, 38th Floor
New York, New York 10004

Vice Chairman: _____

Address: _____

Director: David W. Unsworth, Jr.

Address: 201 Mission Street
San Francisco, CA 94105

Director: _____

Address: _____

B. OFFICERS

President: John Shaw
Address: 30 Broad Street, 38th Floor
New York, New York 10004

Vice President: _____

Address: _____

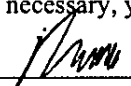
Secretary: Samuel Ottensoser

Address: 30 Broad Street, 38th Floor, New York, New York 10004

Treasurer: David Barnett

Address: 30 Broad Street, 38th Floor, New York, New York 10004

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. DAVID BARNETT, TREASURER
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of LEGEND MERCHANT GROUP, INC. was filed on 11/17/1994, under the name of IAR SECURITIES CORP., 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 an existing corporation.

A Certificate of Amendment IAR SECURITIES CORP., changing its name to LEGEND MERCHANT GROUP, INC., was filed 12/05/2001.

WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 15th day of June two
thousand and six.



Special Deputy Secretary of State

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