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COVER LETTER

TO: New Filing Section Division of Corporations SUBJECT: MAX INTERNATIONAL BROKER DEALER CORPORATION (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 ISOLANO (Name of Person) MAX INTERNATIONAL BROKER DEALER CORPORATION (Firm/Company) 75 MAIDEN LANE SUITE 503 (Address) NEW YORK, NY 10038 (City/State and Zip code) For further information concerning this matter, please call: DAVID ISOLANO. at (212) 809-3267 X657 (Name of Person) (Area Code & Daytime Telephone Number) STREET/COURIER ADDRESS: MAILING ADDRESS: New Filing Section New Filing Section Division of Corporations Division of Corporations Clifton Building P.O. Box 6327 2661 Executive Center Circle Tallahassee, FL 32314 Tallahassee, FL 32301 Enclosed is a check for the following amount: \$70.00 Filing Fee 378.75 Filing Fee & \$78.75 Filing Fee & \$87.50 Filing Fee, Certificate of Status Certified Copy Certificate of Status &

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

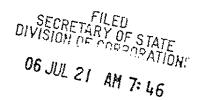
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. 1. MAX INTERNATIONAL BROKER DEALER CORPORATION. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.") (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) (State or country under the law of which it is incorporated) (FEI number, if applicable) 5. PERPETUAL (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") HAVE NOT BEGUN BUSINESS IN FLORIDA (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability) 7 75 MAIDEN LANE SUITE 503 NEW YORK, NY 10038 (Principal office address) 75 MAIDEN LANE SUITE 503 NEW YORK, NY 10038 (Current mailing address) 8. STOCK BROKERAGE FIRM (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) JAIME GOMEZ-BLAYA Name: 100 NORTH BISCAYNE BLVD Office Address: ____, Florida 33132 (Zip code) MIAMI (City) 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.

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.

(Registered agent's signature)

12. Names and business addresses of officers and/or directors: A. DIRECTORS Chairman: DAVID ISOLANO Address: 125 BEAVER SLIDE LACKAWAXEN, PA 18435 Vice Chairman: Address: Director: Address: _____ **B. OFFICERS** President: DAVID ISOLANO Address: 125 BEAVER SLIDE LACKAWAXEN, PA 18435 Vice President: Address: Secretary: JAIME GOMEZ-BLAYA Address: 1111 BRICKELL BAY DRIVE SUITE 502 MIAMI, FL 33131_____ Treasurer: HOLLY B. HABER Address: 94 KENMORE STREET STATEN ISLAND, NY 10312 NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Director or Officer listed in number 12 of the application) (Typed or printed name and capacity of person signing application)

State of New York Department of State } ss:



I hereby certify, that the Certificate of Incorporation of MAX INTERNATIONAL BROKER DEALER CORP. was filed on 02/26/1998, under the name of MAX 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 MAX SECURITIES CORP., changing its name to MAX INTERNATIONAL BROKER DEALER CORP., was filed 07/07/1998.

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WITNESS my hand and the official seal of the Department of State at the City of Albany, this 18th day of July two thousand and six.

Special Deputy Secretary of State

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