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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

PREBON FINANCIAL PRODUCTS INC.

Certificate of Status	0
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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.**

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TALLAHASSEE, FLORIDA

1. Prebon Financial Products 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 3. 13-3635512
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. September 23, 1994 5. Perpetual
(Date of incorporation) (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. 101 HUDSON STREET, JERSEY CITY, NJ 07302
(Principal office address)
101 HUDSON STREET, JERSEY CITY, NJ 07302
(Current mailing address)
8. Brokerage - Financial Services
(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, Florida 33324
(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.

C T Corporation System
By:  **Arlene Bernal**
(Registered agent's signature) **Vice President**

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Louis Scotta

Address: 80 Pine Street, New York, NY 10005

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: John DeVecchio, Senior Managing Director

Address: 80 Pine Street, New York, NY 10005


Secretary: Stephen Goulet

Address: 101 Hudson Street, Jersey City, NJ 07302

Treasurer: Mark Downey

Address: 101 Hudson Street, Jersey City, NJ 07302

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. Stephen Goulet, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREBON FINANCIAL PRODUCTS 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 SEVENTEENTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
07 MAY 21 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2437485 8300

070581824



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5685947

DATE: 05-17-07