

# F09000000094

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

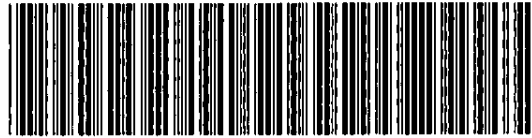
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
09 JAN -9 PM 12: 26  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2008 JAN -9 P 12: 43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CT  
a Wolters Kluwer business

CT  
1203 Governors Square Blvd.  
Suite 101  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

January 9, 2009

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 7459789 SO  
Customer Reference 1: 115526.010100  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Liquid Capital Exchange, Inc. (DE)  
Qualification  
Florida

Liquid Capital Exchange, Inc. (DE)  
Certificate of Status/Authorization-Foreign  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan  
Senior Fulfillment Specialist  
Connie.Bryan@wolterskluwer.com

2009 JAN -9 P 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

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. Liquid Capital Exchange, 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. 98-0446851

(FEI number, if applicable)

4. September 3, 2004

(Date of incorporation)

5.

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

6. n/a

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

7. 5525 N MacArthur Blvd., Suite 535, Irving, TX 75038-2672

(Principal office address)

same as above

(Current mailing address)

8. Purchase of Accounts Receivable (Factoring)

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (City) (Zip code)

2008 JAN -9 P 12:43 SECRETARY OF STATE TALLAHASSEE, FLORIDA

FILED

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.

Connie Bryan Assistant Secretary

Connie Bryan (Registered agent's signature)

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: Brian Birnbaum

Address: 5734 Yonge Street, Suite 400  
Toronto, Ontario M2M 4E7

Vice Chairman: Barnett Gordon

Address: 5734 Yonge Street, Suite 400  
Toronto, Ontario M2M 4E7

Director: Sol Roter

Address: 5734 Yonge Street, Suite 400  
Toronto, Ontario M2M 4E7

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**B. OFFICERS**

President: Brian Birnbaum

Address: 5734 Yonge Street, Suite 400  
Toronto, Ontario M2M 4E7

Vice President: Sol Roter

Address: 5734 Yonge Street, Suite 400  
Toronto, Ontario M2M 4E7

Secretary: Barnett Gordon

Address: 5734 Yonge Street, Suite 400, Toronto, Ontario M2M 4E7

Treasurer: Barnett Gordon

Address: 5734 Yonge Street, Suite 400, Toronto, Ontario M2M 4E7

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. Sol Roter, President  
(Typed or printed name and capacity of person signing application)

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIQUID CAPITAL EXCHANGE, 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 NINTH DAY OF JANUARY, A.D. 2009.

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**  
2009 JAN -9 P 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3850917 8300

090018711



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 7071691

DATE: 01-09-09