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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: L.C. Wegard & Co., 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:

Anthony J. Morano

(Name of Person)

L.C. Wegard & Co., Inc.

(Firm/Company)

17 Battery Place, Suite 2232

(Address)

New York, NY 10004

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -3 PM 3:32

Should you need to call someone concerning this matter, please call:

Anthony J. Morano

(Name of Person)

at (212) 422 - 9500

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



L.C. WIEGAND & CO., INC.

INVESTMENT BANKERS
REGISTERED BROKER-DEALER

17 BATTERY PLACE (SUITE 2232)
NEW YORK, NY 10004
(212) 422-9500
(800) 942-0123
FAX (212) 422-0076

December 30, 1994

Mr. Steve Harris
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Mr. Harris:

Enclosed is a check in the amount of \$70.00 representing filing fees and registered agent designation fees to be applied to our Application by Foreign Corporation for Authorization to Transact Business in Florida, which you have already received.

Also, I hereby authorize you to insert in item #6 "Upon Qualification" as instructed by Frieda.

Thank you for your help and guidance in completing this application.

Sincerely,

Anthony J. Morano
Vice President
Director of Compliance

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. L.C. Wegard & Co., Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New Jersey 3. 22-1855234
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 27, 1968 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.153, F.S.))
7. 17 Battery Place, Suite 2232
New York, NY 10004
(Current mailing address)
8. Broker-Dealer
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: William K. Maddox, Branch Manager
Office Address: 11000 Prosperity Farms Road
Palm Beach Gardens, , Florida , 33410
(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.

William K. Maddox
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Leonard B. Greer

Address: 17 Battery Place, Suite 2232
New York, NY 10004

Vice Chairman: _____

Address: _____

Director: Marshall S. Maddox

Address: 17 Battery Place, Suite 2232
New York, NY 10004

Director: _____

Address: _____

B. OFFICERS

President: Leonard B. Greer

Address: 17 Battery Place, Suite 2232
New York, NY 10004

Vice President: Anthony J. Morano

Address: 17 Battery Place, Suite 2232
New York, NY 10004

V.P. & Secretary: Tzerwan W. Chen

Address: 17 Battery Place, Suite 2232
New York, NY 10004

V.P. & Treasurer: Marshall S. Maddox

Address: 17 Battery Place, Suite 2232
New York, NY 10004

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

13. Anthony J. Morano
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Anthony J. Morano, Vice President, Director of Compliance
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
95 JAN -3 PM 3:32

FORM C-100-A



Department of State

L. C. WEGARD & CO., INC.

I, the Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the records of this office show that the charter of the above-named corporation was filed in this office on the 27th day of November A.D. 1980.

I FURTHER CERTIFY, that so far as the records of this office show, said corporation has never been dissolved by action of its stockholders, nor has its charter been voided for non-payment of State taxes by proclamation and now continues as an existing corporation within the State of New Jersey. At the time of the issuance of this certificate Annual Reports are current.

I FURTHER CERTIFY, that the location of the registered office is 436E Route 1 South, Princeton, New Jersey 08540 and the registered agent is Michael J. McDermott.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton this 3rd day of January A.D. 1995.



Thomas R. Blawie
SECRETARY OF STATE

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