

F95000001237
TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

800001430438
-03/15/95--01079--001
*****70.00 *****70.00

SUBJECT: Emax Securities, Inc.
(Name of corporation)

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:

Kirk Michel
(Name of Person)
Emax Securities, Inc.
(Firm/Company)
11 East 44th St. Suite 1600
(Address)
NY, NY 10017
(City, State and Zip Code)

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

Kirk Michel at (212) 661-9177
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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:

1. Emax Securities, 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 York 3. 13-3671763
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/24/91 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 21, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.)
7. 11 East 44th Street, Suite 1600
New York, NY 10017
(Current mailing address)
8. Broker/Dealer
(Purposes) 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: Kirk Michel c/o M. Woodrich
Office Address: 1300 Gulf Life Drive
Jacksonville, Florida, 32207
(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.

Kirk Michel
(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: (See Exhibit A) _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Kirk Michel _____

Address: 11 East 44th St. Suite 1600 _____

New York, NY 10017 _____

Vice President: _____

Address: _____

Secretary: Audrey McGuire _____

Address: 11 East 44th Street, Suite 1600 _____

New York, NY 10017 _____

Treasurer: _____

Address: _____

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

13. Kirk Michel, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kirk Michel, President
(Typed or printed name and capacity of person signing application)

RECEIVED
SECRETARY OF THE
STATE
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Exhibit A: Board Members

The following are the board of directors for Emax Securities, Inc. all located at 11 East 44th Street, New York NY 10017.

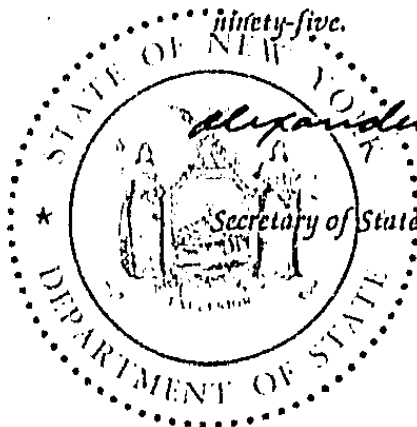
Audrey McGuire	Chairman
Kirk Michel	President
Robert G. James	Director
Susan Green	Director
Bonnie Engelhardt	Director

EX-10
SECURITY SYSTEMS
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State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of EMAX SECURITIES INC. was filed on 12/24/1991, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 31st day of March
one thousand nine hundred and
ninety-five.



Alexander F. Trenchwell

199504030147

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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F95000001237

May 6, 1997

Mary Teresa Mulder
Emax Securities, Inc.
11 E. 44th St., Suite 1600
New York, NY 10017

RE: Emax Securities, Inc., a corporation organized under the laws of New York

Dear Ms. Mulder:

As we discussed by telephone today, the records of this office reflect that Emax Securities, Inc., a New York corporation, document number F95000001237, originally qualified to transact business in Florida on March 15, 1995.

Subsequent to Emax Securities' original qualification in Florida in 1995, qualification documents were then received and filed again by this office in 1996. This office erroneously qualified Emax Securities, Inc. a second time on October 28, 1996, and assigned document number F96000005607.

As Emax Securities, Inc. originally qualified in Florida on March 15, 1995, I am enclosing an "Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida", to withdrawal Emax Securities, Inc., document number F96000005607, erroneously qualified on October 28, 1996. I have completed the application for withdrawal except for the date and signature of the officer/director. The filing fee of \$35.00 is not required.

Please complete the 1997 annual report for Emax Securities, Inc., document number F95000001237, along with the application for withdrawal and submit to my attention. The \$165.00 annual report filing fee should be remitted with the 1997 annual report.

Please accept my sincere apology for this filing error and any inconvenience it may cause. If you have any questions regarding this matter please contact me.

Sincerely,

Hart Collins, Sr. Corporate Administrator
Division of Corporations
(904) 487-6943

Enclosure