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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

100001477221
-05/05/95--01034--025
*****78.75 *****78.75

SUBJECT: RAS Securities Corp
(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:

Robert A Schneider
(Name of Person)
RAS Securities Corp
(Firm/Company)
2 BROADWAY 20th FL
(Address)
New York, NY 10004
(City, State and Zip Code)

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

Robert A. Schneider at (212) 635-9449
(Name of Person) 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

RECEIVED
95 MAY -5 AM 10:19
DIVISION OF CORPORATIONS
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -5 AM 10:26
FILED

**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. RAS Securities Corp
(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. 13-3533608
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/91 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4/13/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.153, F.S.)

7. 1819 MAIN Street Ste 401
SARASOTA, FL 34236
(Current mailing address)

8. to engage in the securities business
(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: Wm. Scott Lindsey
Office Address: 1343 E. Tennessee St.
Tallahassee, Florida, 32308
(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.

Wm Scott Lindsey
(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Robert A Schneider

Address: 2 BROADWAY 20TH FL
NEW YORK, NY 10004

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Joseph C Crouch

Address: 2 BROADWAY 20TH FL
NEW YORK, NY 10004

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Joseph C Crouch
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert A Schneider, CEO Joseph C Crouch, President
(Typed or printed name and capacity of person signing application)

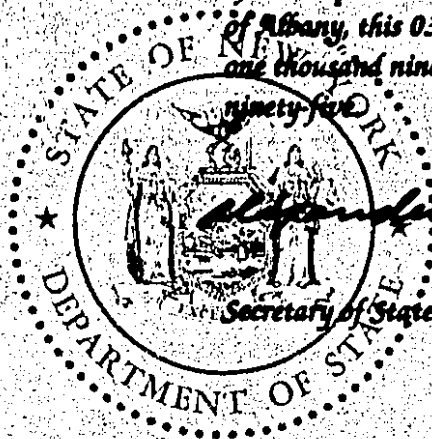
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DIVISION OF CORPORATIONS
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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of **RAS SECURITIES CORP.** was filed on 05/30/1989, 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.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of May
one thousand nine hundred and
ninety five



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