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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-06/30/95--01004--022
*****70.00 *****70.00

SUBJECT: InverWorld Securities, 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:

Tori Fuller
(Name of Person)
InverWorld Securities, Inc.
(Firm/Company)
1250 N.E. Loop 410, Ste. 1030
(Address)
San Antonio, TX 78209
(City, State and Zip Code)

95 JUN 28 PM 4:05
DIVISION OF CORPORATIONS
QUALIFICATIONS

6/28

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

Tori Fuller at (210) 821 - 5081
(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

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. InverWorld 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. Delaware

(State or country under the law of which it is incorporated)

3. 13-3404423

(FEI number, if applicable)

4. 2-24-87

(Date of incorporation)

5. Perpetual

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

6. No business has been transacted as of this date. We are waiting on a charter no.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 1250 N.E. Loop 410, Ste. 1030

San Antonio, TX 78209

(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: Enrique Narciso

Office Address: 601 Brickell Key Drive, Ste. 802

Miami

, Florida, 33131

(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.

[Signature]
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Sole Director: _____

Address: _____

1250 N.E. Loop 410, Ste. 1030

San Antonio, TX 78209

Director: _____

Address: _____

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

President: George Fahey

Address: 1250 N.E. Loop 410, Ste. 1030

San Antonio, TX 78209

Vice President: Lionel Daugh

Address: 1250 N.E. Loop 410, Ste. 1030

San Antonio, TX 78209

Secretary: William L. Bricker

Address: 101 Park Ave.

New York, NY 10178-0061

Treasurer: Maria Luisa McKee

Address: 1250 N.E. Loop 410, Ste. 1030

San Antonio, TX 78209

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

13. George Fahey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George Fahey - President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVERWORLD SECURITIES, 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 THIRTIETH DAY OF MARCH, A.D. 1995.

RECEIVED
MAR 30 1995
DEPT. OF STATE
SECRETARY OF STATE



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 7456741

DATE: 03-30-95