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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 750309 86901D

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : December 7, 1995

ORDER TIME : 2:48 PM

ORDER NO. : 758309

CUSTOMER NO: 86901D

CUSTOMER: Ms. Camille Silva
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

01/01/1996 15:55:33
11/20/95 01001-0015
*****78.75 *****78.75

FOREIGN FILINGS

NAME: WESTFALIA INVESTMENTS, INC.

☐ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

☐ XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☐ XXX PLAIN STAMPED COPY
☐ XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

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95DEC-8 AM 8:55
11/20/95 01001-0015
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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. Westfalla Investments, 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
(State or country under the law of which it is incorporated)
3. 13-3434260
(FBI number, if applicable)
4. November 4, 1987
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 25 Commerce Drive - 2nd Floor
Cranford, NJ 07016
(Current mailing address)
8. To conduct business as a securities 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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.
The Prentice-Hall Corporation System, Inc.
By: Vicki Schreiber, Asst. V.P.
(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: Carlos J. PenalozaAddress: 25 Commerce Drive, Cranford, NJ 07016Vice Chairman: Not Applicable

Address: _____

Director: Morris BerachaAddress: 25 Commerce Drive, Cranford, NJ 07016Director: Sixto DiazAddress: 25 Commerce Drive, Cranford, NJ 07016**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**CEO
President: Carlos J. PenalozaAddress: 25 Commerce DriveCranford, NJ 07016Vice President: Thomas M. McDermottAddress: 25 Commerce DriveCranford, NJ 07016Secretary: Glenda BagnatoAddress: 25 Commerce DriveCranford, NJ 07016Treasurer: Not Applicable

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. Carlos Penaloza

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

14. Carlos J. Penaloza Chairman/CEO

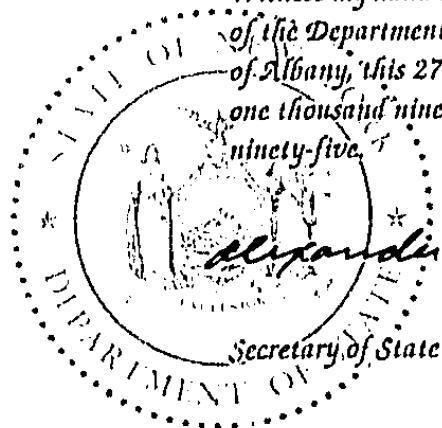
(Typed or printed name and capacity of person signing application)

State of New York ss:
Department of State

I hereby certify, that the certificate of incorporation of WESTFALIA INVESTMENTS, INC. was filed on 11/04/1987, under the name of JOHN W. HEMMER, INC., 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.

A Certificate of Amendment JOHN W. HEMMER, INC., changing name to WESTFALIA INVESTMENTS, INC., was filed 05/22/1990.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 27th day of November
one thousand nine hundred and
ninety-five.



Alexander F. Treachwell
Secretary of State

199511280318

FILED
SECRETARY OF STATE
DIVISION
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