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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 797022 7004A
AUTHORIZATION :
COST LIMIT : \$ 70

Patricia Pignatelli

ORDER DATE : January 10, 1996
ORDER TIME : 11:52 AM
ORDER NO. : 797022

CUSTOMER NO: 7004A

000001692240

CUSTOMER: Terry Vidal, Legal Asst
Bronson & Migliaccio
207 Bowman Avenue
Purchase, NY 10577

FOREIGN FILINGS

NAME: STRATEGIC ASSETS INC.

*lc
1/18*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GAIL SHELBY

**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:**

96 JAN 11 11:43
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

1. Strategic Assets Inc.
 (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of like import in language as well clearly indicate that it is a corporation instead of a partnership or partnership if not so contained in the name at present.)

2. New York 3. 11-3230315
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8-17-94 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Will commence business in the near future.
 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.166, F.S.)

7. 445 Broad Hollow Road
Malville, NY 11747
 (Current mailing address)

8. to engage in the securities business as a 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: Corporation Service Company
 Office Address: 1201 Hays Street, Suite 105 (Leon County)
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.

By: Gail Shelby
 (Registered agent's signature) GAIL SHELBY, as agent

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: Randall S. Appel
Sole Director
Address: 445 Broad Hollow Road
Melville, NY 11747

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Randall S. Appel
Address: 445 Broad Hollow Road
Melville, NY 11747

Vice President: _____

Address: _____

Secretary: Randall S. Appel

Address: 445 Broad Hollow Road
Melville, NY 11747

Treasurer: _____

Address: _____

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

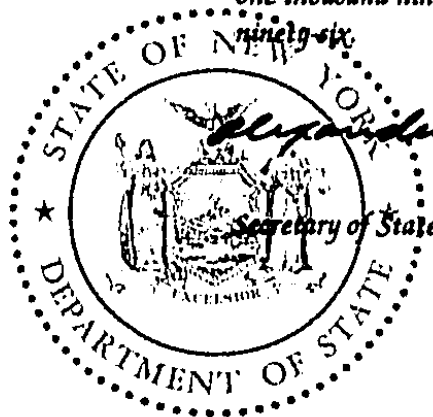
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Randall S. Appel, President
(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 STRATEGIC ASSETS INC. was filed on 08/17/1994, 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 12th day of January
one thousand nine hundred and



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