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Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known): (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy Walk in Pick up time Photocopy Mail out Will wait Certificate of Status AMERDMENT LAMB SU Profit Amendment NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent Domestication. Dissolution/Withdrawal Other Margar 1 1 1 7 1 1 7 1 1 1 2.03221.231.0 Annual Report درا Foreign Fictitious Name Lumited Partnership Name Reservation Reinstalement Trademark Other

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO THANRACT BUBINERS IN FLORIDA

IN COMPLIANCE WITH BECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS BUBNITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUBINESS IN THE STATE OF FLORIDA:

- 1. The name of the corporation shall be: LOMBARD INSTITUTIONAL BROKERAGE, INC.
- This corporation is incorporated under the laws of:
 The State of California
- The Federal Employers Identication Number is:
 94-3170569
- 4. This corporation was incorporated in the state of California on: October 13, 1992.
- 5. The duration of this corporation will be: Perpetual.
- 6. The date this corporation will transact business will be:
 Subsequent to the approval of this Application and the approval of the Application for a Branch Office by the Department of Banking and Finance, address for the corporation shall be:

 Lombard Institutional Brokerage, Inc.
 595 Market Street, Ste 780
 San Francisco, CA 94105
- The purpose -2 this corporation in the home state to be carried out in the state of Florida shall be:

The operation of a Branch Office to sell securities on a discount basis,

g. The name and street address of the Registered Agent is:

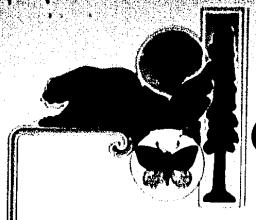
Lawrence Alan Rausch 1900 Summit Tower Blvd. Ste 730 Orlando, Florida 32810 10. The names and addresses of the officers and /or directors are: Vincent Eric Boach 395 Market Sticet, Ste 780 Ban Francisco, CA 94105

12. Registered Agent Acceptance:

Having been named as registered agent and to accept service of process for the above state 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 myduties, and I am familiar with and accept the obligations of my position as registered agent.

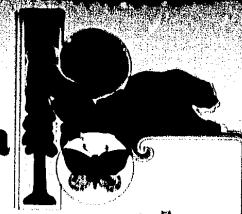
(Signature) LAWRENCE ALAN RAUSCH

13. 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.



State of California

GEGRETAR OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

1. BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 13TH day of OCTOBER

LOMBARD INSTITUTIONAL BROKERAGE, INC.

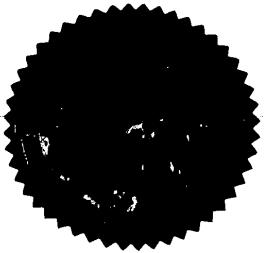
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or convolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation,



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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 8TH day of MARCH 1996

BILL JONES
Secretary of State

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