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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

Boar Stearns N.Y., Inc

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TALLAHASSEE, FLORIDA

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- Foreign
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- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of R.A.
- Limited Liability Partnership
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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. Boar Stearns N.Y., 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. 13-3261713
(FEI number, if applicable)

4. August 19, 1985
(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 817.156, F.S.))

7. 115 S. Jefferson Road, Whippany, New Jersey 07981

(Current mailing address)

8. See attached purpose clause
(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: C T Corporation System

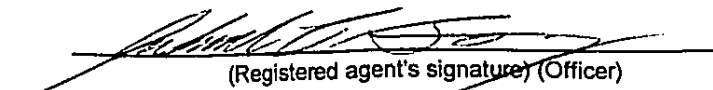
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

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(Registered agent's signature) (Officer)

RICHARD BOROVY - ASST. SECRETARY
(Type Name and Title of Officer)

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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: Bruce E. Gelman

Address: 245 Park Avenue

New York, New York 10167

Vice Chairman: _____

Address: _____

Director: William J. Montgria

Address: 245 Park Avenue

New York, New York 10167

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

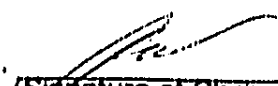
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Treasurer: _____

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. Bruce E. Goinmar, President _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Bear Stearns N.Y., Inc.**

Bear Stearns N.Y., Inc. acts as a dealer in cocoa, coffee and orange juice futures. It also acts as the 1% Member of Final Four LLC, a Delaware limited liability company, which invests in and holds title to oil, gas and other mineral leases.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Bear Stearns N.Y., Inc.**

1. Bruce E. Geismar, President
245 Park Avenue
New York, New York 10167
2. William J. Montgoris, Treasurer
245 Park Avenue
New York, New York 10167
3. Daniel Walsh, Vice President
245 Park Avenue
New York, New York 10167
4. Kevin C. Casey, Vice President
245 Park Avenue
New York, New York 10167
5. Raymond L. Aronson, Secretary
245 Park Avenue
New York, New York 10167
6. Frederick B. Casey, Assiatant Treasurer
245 Park Avenue
New York, New York 10167

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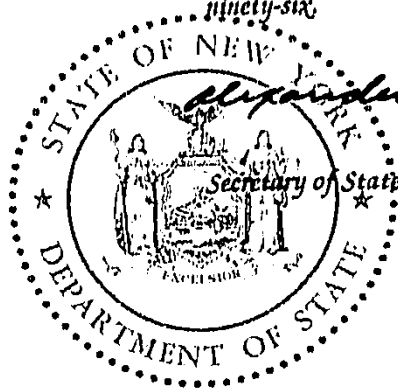
**State of New York
Department of State**

ssi

I heroby certify, that the certificate of incorporation of BEAR STEARNS N.Y., INC. was filed on 03/20/1985, 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 31st day of July
one thousand nine hundred and
ninety-six

Alexander F. Treadwell



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