

1201 HAYS STREET  
TALLAHASSEE, FL 32309-2607  
904 222 9171  
904 222 0191 FAX

800-342-8086

**F96000004190**

**networks**  
PREMIER  
LEGAL & FINANCIAL

ACCOUNT NUMBER : 072100000032

REFERENCE : 025839 4304937

AUTHORIZATION : *Patricia Pujato*

COST LIMIT : \$ 70.00

ORDER DATE : July 19, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 025839

CUSTOMER NO: 4304937

CUSTOMER: Anne T. Leland, Legal Asst  
Mintz, Levin, Cohn, Ferris,  
One Financial Center

Boston, MA 02111

*W96-15259*

500001900295

FOREIGN FILINGS

NAME: MARTINO & CO., INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Harry B. Davis

*6/27/96*  
JUL 20 11:10 AM '96  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL 22 AM 9:51  
**FILED**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



RECEIVED  
AUG 15 PM 4:15  
FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham,  
Secretary of State of Florida

**RESUBMIT**  
Please give original  
submission date as file date.

August 15, 1996

CSC NETWORKS  
HARRY B. DAVIS

SUBJECT: MARTINO ADVISORY SERVICES  
Ref. Number: W96000015259

We have received your document(s) in this office, however, the document is being returned for the following:

The name you adopt must have a corporate suffix.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 796A00038923



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

RECEIVED  
96 AUG 15 AM 11: 27  
DIVISION OF CORPORATION

July 22, 1996

CSC NETWORKS  
HARRY B. DAVIS

SUBJECT: MARTINO & CO., INC.  
Ref. Number: W96000015259

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 596A00035285


**MARTINO & CO., INC.**

Clerk's Certificate

Brian J. Martino, Clerk of Martino & Co., Inc., a corporation duly organized under the laws of the Commonwealth of Massachusetts, does hereby certify that the following is a true and correct copy of a vote of the Board of Directors of said Corporation, adopted by consent on July 25, 1996.

VOTED: That inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Director has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopt the alternate name **MARTINO ADVISORY SERVICES, INC.** for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

VOTED: That the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, execute and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said alternate name in the transaction of business in the State of Florida.

  
\_\_\_\_\_  
Brian J. Martino  
Clerk / Director

T3/6J7226.1

**FILED**  
96. AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:**

1. MARTINO & CO., 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. Massachusetts 3. 04 3311350  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 9, 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. On Filing.  
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.186, F.S.))
7. 51 Tri Street  
Ashland, MA 01721  
(Current mailing address)  
To provide services of a securities broker/dealer and to engage in such other endeavors as the corporation may, from time to time, choose to undertake.
8. \_\_\_\_\_  
(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:**  
The Prentice-Hall Corporation  
Name: 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: [Signature] (Ass. v. r.)  
(Registered agent's signature)  
TIMOTHY J. O'BRIEN
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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96 Jul 22 AM 9:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Brian J. Martino

Address: 51 Tri Street

Ashland, MA 01721

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: Brian J. Martino

Address: 51 Tri Street

Ashland, MA 01721

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Brian J. Martino

Address: 51 Tri Street

Ashland, MA 01721

Treasurer: Brian J. Martino

Address: 51 Tri Street

Ashland, MA 01721

**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.

Brian J. Martino, President

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



William Francis Galvin  
Secretary of the  
Commonwealth

# The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

July 19, 1996

TO WHOM IT MAY CONCERN:

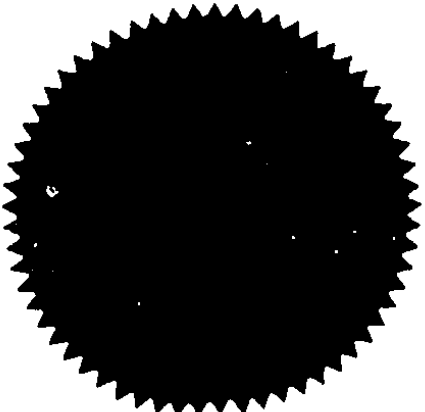
I hereby certify that according to the records of this office

**Martino & Co, Inc.**

is a domestic corporation organized on **April 9, 1996**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED  
96 JUL 22 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156E Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.