

F96000004449



Euro Brokers

Euro Brokers Maxcor Inc.
Two World Trade Center
Suite 0400
New York, New York 10048-0007
Tel: (212) 748-7000
Fax: (212) 748-7343

August 28, 1996

VIA FEDERAL EXPRESS

Ms. Doris MacDuffy
Qualification/Tax Lien Sec.
Division of Corporations
409 F. Gaines Street
Tallahassee, FL 32399

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*****70.00 *****70.00

Re: Application by a Foreign Corporation
to Transact Business in the State of
Florida

Dear Ms. MacDuffy:

With regard to our conversation earlier this week, please find enclosed the following documents, pertaining to the above referenced matter.

- ◇ Original Certificate of Existence of Euro Brokers Maxcor Inc.
- ◇ Completed Transmittal Letter
- ◇ Application to do Business executed by a director of the firm
- ◇ Attached list of Officers and Directors of the Company

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Kindly forward these documents, along with our Check No. 5075 in the amount of \$70.00, to the appropriate party for registration. *mtm*

It is my understanding a letter of acknowledgment will be issued upon the processing of the paperwork.

Should you have any questions, please don't hesitate to contact me at (212) 748-7034. Thank you very much for your assistance in this matter.

Very truly yours,

EURO BROKERS MAXCOR INC.

Cindy Craig
Cindy Craig, Assistant to
Susan J. Tysk
Vice President and Controller

lccc
Enc.

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EURO BROKERS MAXCOR INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

SUSAN J. TYSK

(Name of Person)

EURO BROKERS MAXCOR INC.

(Firm/Company)

TWO WORLD TRADE CENTER - SUITE 8400

(Address)

NEW YORK, NY 10048

(City/State/Zip)

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96 AUG 29 PM 12:47

Should you need to call someone concerning this matter, please call:

SUSAN J. TYSK

(Name of Person)

at (212) 748-7040

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. EURO BROKERS MAXCOR 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. _____
(FEI number, if applicable)
4. 8/26/75
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. AUGUST 26, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. EURO BROKERS MAXCOR INC. - FLORIDA BRANCH
C/O TWO WORLD TRADE CENTER - SUITE 8400
NEW YORK, NY 10048 ATTN: SUSAN J. TYSK
(Current mailing address)
8. SECURITIES SERVICES
(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)**

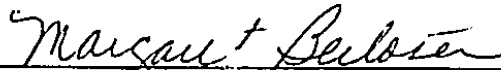
Name: CT CORPORATION

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.


(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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56 AUG 29 PM 12:17

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: See attached listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached listing

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

Brian G. Clark

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

14.

BRIAN G. CLARK, EXECUTIVE VICE PRESIDENT & DIRECTOR
(Typed or printed name and capacity of person signing application)

Question 12 - Part A

Directors of Euro Brokers Maxcor Inc.		
Title	Name	Address
Chairman	Donald R.A. Marshall	927 Mohawk Road Franklin Lakes, NJ 07417
Director	Alistair H. Johnstone	1725 York Avenue New York, NY 10128
Director	Brian G. Clark	17 Deerfield Terrace Mahwah, NJ 07430
Director	Walter E. Dulski	70 Dogwood Court Stamford, CT 06903
Director	Keith E. Reihl	534 Alden Avenue Westfield, NJ 07090

Question 12 - Part B

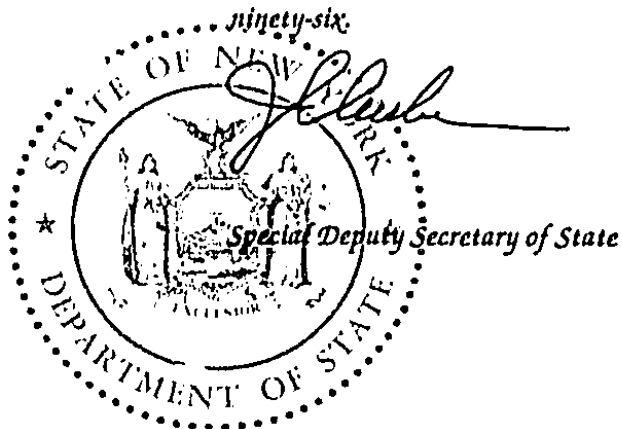
Executive Officers of Euro Brokers Maxcor Inc.		
Title	Name	Address
President	Frank Cassidy	2039 Brown Street Brooklyn, NY 11229
Executive Vice President	Alistair H. Johnstone	1725 York Avenue New York, NY 10128
Executive Vice President	Brian G. Clark	17 Deerfield Terrace Mahwah, NJ 07430
Senior Vice President	Walter E. Dulski	70 Dogwood Court Stamford, CT 06903
Senior Vice President, Secretary & Treasurer	Keith E. Reihl	534 Alden Avenue Westfield, NJ 07090
Vice President & Controller	Susan J. Tysk	44 Fairview Road West Massapequa, NY 11758

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State of New York | **ss:**
Department of State

I hereby certify, that the certificate of incorporation of EURO BROKERS MAXCOR INC. was filed on 05/20/1987, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, 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 26th day of August
one thousand nine hundred and
ninety-six.*



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