

F96000004973

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

900001957859
-09/26/96--01054--007
*****78.75 *****78.75

SUBJECT: A.S. Goldman & Co., 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:

Stuart Winkler
(Name of Person)
A.S. Goldman & Co., Inc.
(Firm/Company)
99 Wood Avenue South - Suite 902
(Address)
Iselin, New Jersey 08830
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Claire Blanthorn Costa at (908) 548-2800 x 2301
(Name of Person) (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

A. S. GOLDMEN & COMPANY

INVESTMENT BANKING
88 WOOD AVENUE SOUTH
SUITE 800
MIDDLIN, NEW JERSEY 08000
(609) 546-0800
(609) 546-0100

September 25, 1996

State of Florida
Florida Department of State
Qualification /Tax Lien Sec.
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

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RE: Registration as a foreign profit corporation

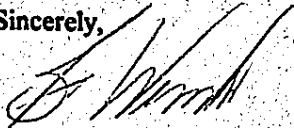
Dear Sir or Madam:

We would like to register as a foreign corporation to transact business in Florida. Enclosed please find the following documents to do so:

1. Completed Transmittal letter
2. Application By Foreign Corporation for Authorization to Transact Business in Florida completed in its entirety.
3. An original certificate of Existence duly authenticated by the Secretary of State of New York
4. A check in the amount of \$78.75 payable to Florida Department of State, for registration and certificate of status.

Thank you.

Sincerely,



Stuart Winkler

SW/mqg
enc.

**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. A. S. Goldman & 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. New York
(State or country under the law of which it is incorporated)
3. 11-2918865
(FBI number, if applicable)
4. 7/25/88
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. would like to begin in October 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1301, 607.1302, AND 817.133, F.S.))
7. 99 Wood Avenue South - Suite 902
Iselin, New Jersey 08830
(Current mailing address)
8. Investment Banking
(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: Anthony Marchiano

Office Address: 1100 5th Avenue South
Naples, Florida, 34102
(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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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: Anthony Marchiano

Address: 1100 5th Avenue South
Naples, Florida 34102

Vice Chairman: Stuart Winkler

Address: 99 Wood Avenue South - Suite 902
Iselin, New Jersey 08830

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Anthony Marchiano

Address: 1100 5th Avenue South
Naples, Florida 34102

Vice President: Stuart Winkler

Address: 99 Wood Avenue South - Suite 902
Iselin, New Jersey 08830

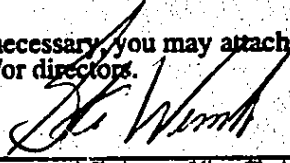
Secretary: _____

Address: _____

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. Stuart Winkler, Vice President
(Typed or printed name and capacity of person signing application)

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**State of New York
Department of State**

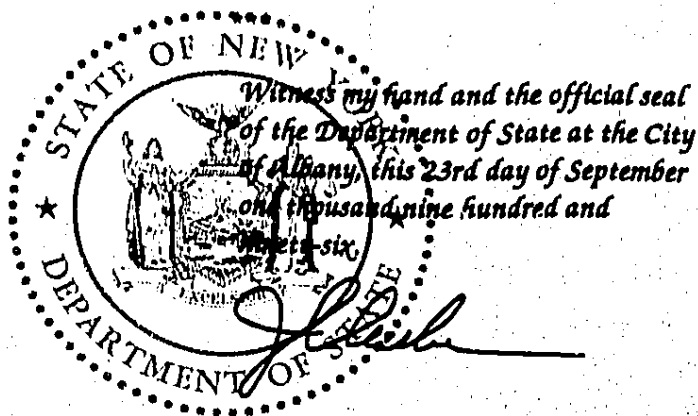
ss:

I hereby certify, that the certificate of incorporation of A.B. GOLDMEN & CO., INC. was filed on 07/13/1988, under the name of A.B. GOLMAN CO., INC., 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. I further certify the following:

A Certificate of Amendment A.B. GOLMAN CO., INC., changing name to A.B. GOLDMEN & CO., INC., was filed 07/25/1988.

A Biennial Statement was filed 08/27/1996.

I further certify, that no other certificates have been filed by such corporation.



Special Deputy Secretary of State

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