

F96000005607

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Emax Securities, 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:

Mary Teresa Mulder
(Name of Person)

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-10/29/96--01097--009
*****70.00 *****70.00

Emax Securities, Inc.
(Firm/Company)

11 East 44th Street, Suite 1600
(Address)

New York, NY 10017
(City/State/Zip)

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

Mary Teresa Mulder at (212) 661-9177
(Name of Person) (Area Code & Daytime Telephone Number)

LC
10/29

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 1:26

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. Emax Securities, 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. 13-3671763
(FEI number, if applicable)
4. 12/24/91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Authorization
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 11 East 44th Street, Suite 1600
New York, NY 10017
(Current mailing address)
8. Broker/Dealer
(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: Mary Knauer

Office Address: 1301 Riverplace Blvd., Suite 2216

Jacksonville, Florida, 32207
(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.

Mary Knauer

(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: Audrey McGuire

Address: 11 East 44th Street, Suite 1600
New York, NY 10017

Director, Vice-Chairman: Robert James

Address: 11 East 44th St., Suite 1700
New York, NY 10017

Director: Susan Green

Address: 11 East 44th Street, Suite 1700
New York, NY 10017

Director: Bonnie Englehardt

Address: 11 East 44th St., Suite 1700
New York, NY 10017

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

President: Audrey McGuire

Address: 11 East 44th Street, Suite 1600
New York, NY 10017

Vice President: Ari Hirt

Address: 11 East 44th St., Suite 1600
New York, NY 10017

Secretary: Audrey McGuire

Address: 11 East 44th Street, Suite 1600
New York, NY 10017

Treasurer: Audrey McGuire

Address: 11 East 44th St., Suite 1600
New York, NY 10017

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

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

14. Audrey McGuire
(Typed or printed name and capacity of person signing application)

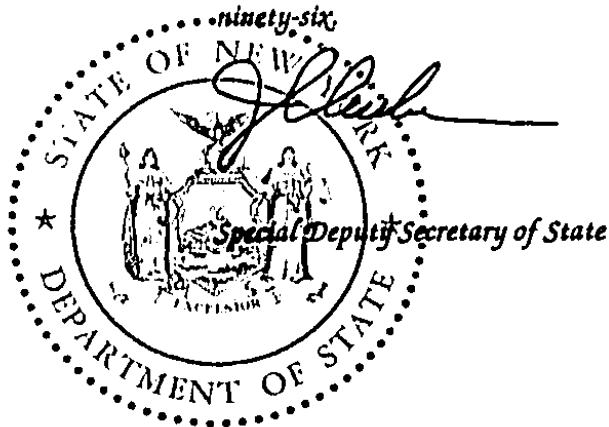
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DIVISION OF CORPORATIONS

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State of New York | ss:
Department of State

I heroby certify, that the certificate of incorporation of ENAX SECURITIES INC. was filed on 12/24/1991, 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 15th day of October
one thousand nine hundred and
ninety-six.*



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F96000005607

May 8, 1997

Mary Teresa Mulder
Emax Securities, Inc.
11 E. 44th St., Suite 1000
New York, NY 10017

RE: Emax Securities, Inc., a corporation organized under the laws of New York

Dear Ms. Mulder:

As we discussed by telephone today, the records of this office reflect that Emax Securities, Inc., a New York corporation, document number F95000001237, originally qualified to transact business in Florida on March 15, 1995.

Subsequent to Emax Securities' original qualification in Florida in 1995, qualification documents were then received and filed again by this office in 1996. This office erroneously qualified Emax Securities, Inc. a second time on October 28, 1996, and assigned document number F96000005607.

As Emax Securities, Inc. originally qualified in Florida on March 15, 1995, I am enclosing an "Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida", to withdrawal Emax Securities, Inc., document number F96000005607, erroneously qualified on October 28, 1996. I have completed the application for withdrawal except for the date and signature of the officer/director. The filing fee of \$35.00 is not required.

Please complete the 1997 annual report for Emax Securities, Inc., document number F95000001237, along with the application for withdrawal and submit to my attention. The \$165.00 annual report filing fee should be remitted with the 1997 annual report.

Please accept my sincere apology for this filing error and any inconvenience it may cause. If you have any questions regarding this matter please contact me.

Sincerely,

Hart Collins, Sr. Corporate Administrator
Division of Corporations
(904) 487-8943

Enclosure

F 96000005607
Emax SECURITIES

June 26, 1997

Mr. Hart Collins
Sr. Corporate Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Hart:

Enclosed please find the Application by Foreign Corporation for Withdrawal for Emax Securities, Inc., document number F96000005607. This is in response to your letter dated May 8, 1997.

As I mentioned to you on the phone, we are planning to convert Emax Securities, Inc. to Emax Securities, LLC. We will not be renewing our license for Emax Securities, Inc., document F95000001237. It is my understanding that this will automatically expire at the end of this year since we have not filed the annual report.

I did obtain an application to register the limited liability company to transact business in Florida and will submit that to the proper department.

Thank you for your assistance in this matter and feel free to call me if you have any questions.

Sincerely,

Mary Teresa Mulder

Mary Teresa Mulder

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DIVISION OF CORPORATIONS
97 JUL 18 AM 9:05

7/21/97
SP

Withdrawal

Called 7-10-97
on vacation

*1055, 2267, 6724

Emax Securities, Inc.
11 East 44th Street, Suite 1603
New York, NY 10017
Tel: 212-661-9177
Fax: 212-286-9242
Email: emaxny@aol.com

emax SECURITIES

July 14, 1997

Ms. Susan Payne
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Payne:

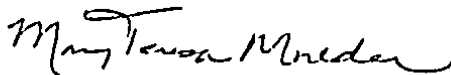
Per our phone conversation today, enclosed please find the Application by Foreign Corporation for Withdrawal of Emax Securities Inc., document number F96000005607.

I originally submitted it to the attention of Hart Collins with a letter dated June 26, 1997. It was returned to me because the filing fee of \$35 was not submitted.

Please note the copy of the letter dated May 8, 1997, which I received from Hart Collins and have enclosed for your review. In his letter he has stated that the filing fee of \$35 is not required.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,



Mary Teresa Mulder



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1997

Mary Teresa Mulder
EMAX SECURITIES, INC.
11 East 44th Street, Suite 1600
New York, NY 10017

SUBJECT: EMAX SECURITIES, INC.
Ref. Number: F96000005607

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 597A00035408

7/14/97.
Per letter from
Hart - filing fee
was to have been
waived. This filed
qual. was filed
in error by our
dept. Sp
Returning doc
to me p+c-

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

EMAX SECURITIES, INC., document number F96000005607
(Name of Corporation)

New York
(Incorporated Under Laws Of)

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SECRETARY OF CORPORATIONS
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This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

11 E. 44th St., Suite 1600
(Mailing Address)

New York, NY 10017
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Audrey McQuinn President
Signature Title

Audrey McQuinn 6/24/97
Typed or printed name Date