

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PROTECTIVE GROUP SECURITIES CORPORATION
(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:

MR. MICHAEL FLANNIGAN

(Name of Person)

PROTECTIVE GROUP SECURITIES CORPORATION

(Firm/Company)

301 - 4TH AVENUE SOUTH, SUITE 390

(Address)

MINNEAPOLIS, MINNESOTA 55415-5146

(City/State/Zip)

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JAN -8 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

MICHAEL FLANNIGAN

(Name of Person)

at (612) 305-0002

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 5, 1998

MR. MICHAEL FLANNIGAN
PROTECTIVE GROUP SECURITIES CORPORATION
301 4TH AVE., S., #390
MINNEAPOLIS, MN 55415-5146

SUBJECT: PROTECTIVE GROUP SECURITIES CORPORATION
Ref. Number: W98000000194

We have received your document for PROTECTIVE GROUP SECURITIES CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

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 (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 798A00000328

**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. PROTECTIVE GROUP SECURITIES CORPORATION
(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. MINNESOTA 3. 41-1631059
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/28/1996 5. PERPETUAL
(Date of incorporation) (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 817.155, F.S.)
7. 301-4th AVENUE SOUTH - SUITE 390
MINNEAPOLIS, MINNESOTA, 55415-5146
(Current mailing address)
8. Securities broker dealer previously doing stock transactions from Minnesota through interstate
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
Commerce, but seeking to establish a Florida office.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: GARTH ZAFFINO
- Office Address: 5050 NORTH FEDERAL HIGHWAY
LIGHTHOUSE POINT, Florida, 33064
(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.

Garth Zaffino
(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.

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: RICHARD COCHRANEAddress: 3922 WEST 49th STREET, EDINA, MN 55424Vice Chairman: MICHAEL FLANNIGANAddress: 20560 SUMMERVILLE ROADEXCELSIOR, MN 55331Director: MARTIN FITERMANAddress: 2525 CEDAR HILLS DRIVEMINNETONKA, MN 55305Director: PHILIP WRIGHTAddress: 9484 PAINTERS RIDGEEDEN PRAIRIE, MINNESOTA 55347

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

President: MICHAEL FLANNIGANAddress: 20560 SUMMERVILLE ROADEXCELSIOR, MN 55331Vice President: N/A

Address: _____

Secretary: PHILIP WRIGHTAddress: 9484 PAINTERS RIDGEEDEN PRAIRIE MN 55347

Treasurer: _____

Address: _____

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

13. Philip Wright

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

14. PHILIP WRIGHT

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

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90 JAN -8 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

FILED

98 JAN -8 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Good Standing

I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Protective Group Securities Corporation

Date Formed: 03/28/1996

Chapter Governed By: 302A

This certificate has been issued on 12/23/97.



Joan Anderson Growe
Secretary of State.