

F980000000644

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Southwall Capital Corp. Hobbs Melville Securities Corp
(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:

900002410349--2

01/23/98-01075-004

*****78.75 *****78.75

Ronald A. FURST

(Name of Person)

W98-1666

Southwall Capital Corp Hobbs Melville Securities Corp.
(Firm/Company)

110 Wall street 15th Fl.

(Address)

New York NY 10005

(City/State/Zip)

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

Ronald A. FURST

(Name of Person)

at (212) 785-7222

(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 23, 1998

RONALD A. FURST
SOUTHWALL CAPITAL CORP
110 WALL STREET 15TH FL
NEW YORK, NY 10005

SUBJECT: ~~SOUTHWALL CAPITAL CORPORATION~~ Hobbs Melville Securities Corp.
Ref. Number: W98000001666

We have received your document for SOUTHWALL CAPITAL 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 entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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.)

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6097.

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Michael Mays
Document Specialist

Letter Number: 998A00003975

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**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. Southwall Capital Corporation *Hobbs Melville Securities Corp.*
(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 3. 14-1787849
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Oct 4th 1993 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NA upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 110 wall street 15th Flr NY NY 10005
(Current mailing address)

8. Investment Banking
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Steve Watters

Office Address: 6604 Midnightpass Rd
Sarasota Fla, Florida, 34242
(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.

Stephen M. Watter
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

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. _____

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

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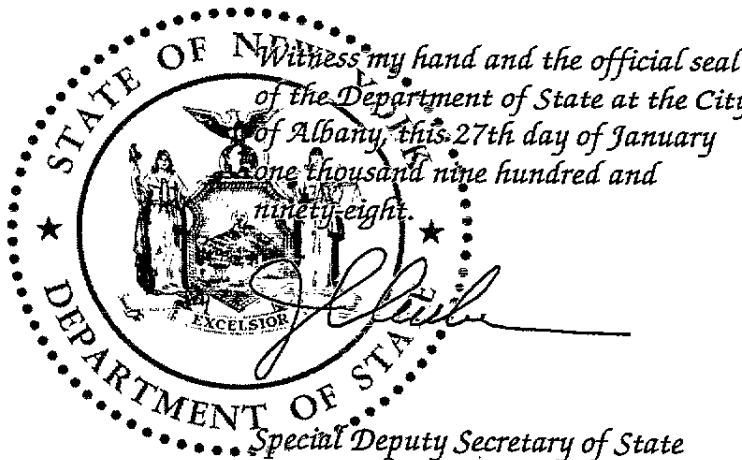
State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of HOBBS MELVILLE SECURITIES CORP. was filed on 10/04/1993, under the name of SUN COAST CAPITAL CORP., 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.

A Certificate of Amendment SUN COAST CAPITAL CORP., changing name to SOUTHWALL CAPITAL CORP., was filed 09/30/1997.

A Certificate of Amendment SOUTHWALL CAPITAL CORP., changing name to HOBBS MELVILLE SECURITIES CORP., was filed 12/22/1997.

The Corporation Biennial Statement is past due.



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