

# F98000003433

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: MDS Securities, Incorporated  
(Name of corporation - must include suffix)

Dear Sir or Madam:

100002560551--8

-06/16/98--01043--002

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Kim Catapano  
(Name of Person)

MDS Securities  
(Firm/Company)

301 Gibraltar Dr. Suite 2A  
(Address)

Morris Plains NJ 07950  
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Kim Catapano at ( 800 ) 227-4389 x3161  
(Name of Person) (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

**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. MDS Securities, Incorporated  
(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. Delaware  
(State or country under the law of which it is incorporated)
3. 22-3120482  
(FEI number, if applicable)
4. June 24, 1991  
(Date of incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. n/a  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 301 Gibraltar Drive Suite 2A  
Morris Plains NJ 07950  
(Current mailing address)
8. Broker Dealer  
(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: CT Corporation System  
Office Address: 1200 South Pine Island Rd  
Plantation, Florida, 33324  
(Zip code)

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**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.*

Charles W Meyer  
(Registered agent's signature)

CHARLES W MEYER  
SPECIAL AGENT

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: n/a

Address: \_\_\_\_\_

Vice Chairman: n/a

Address: \_\_\_\_\_

Director: Jonathan P. Gabriel

Address: MDS SECURITIES INC.  
301 GIBRALTAR DR., STE. 2A  
MORRIS PLAINS, NJ 07950

Director: William P. Latimer

Address: 11825 N. Pennsylvania Avenue  
Carmel IN 46032

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

President: Jonathan P. Gabriel

Address: MDS SECURITIES INC.  
301 GIBRALTAR DR., STE. 2A  
MORRIS PLAINS, NJ 07950

Vice President: Carlos J. Guevara

Address: MDS SECURITIES INC.  
301 GIBRALTAR DR., STE. 2A  
MORRIS PLAINS, NJ 07950

Secretary: William P. Latimer

Address: 11825 N. Pennsylvania Ave.  
Carmel IN 46032

Treasurer: Jonathan P. Gabriel

Address: MDS SECURITIES INC.  
301 GIBRALTAR DR., STE. 2A  
MORRIS PLAINS, NJ 07950

**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. Jonathan P. Gabriel, President / CEO

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

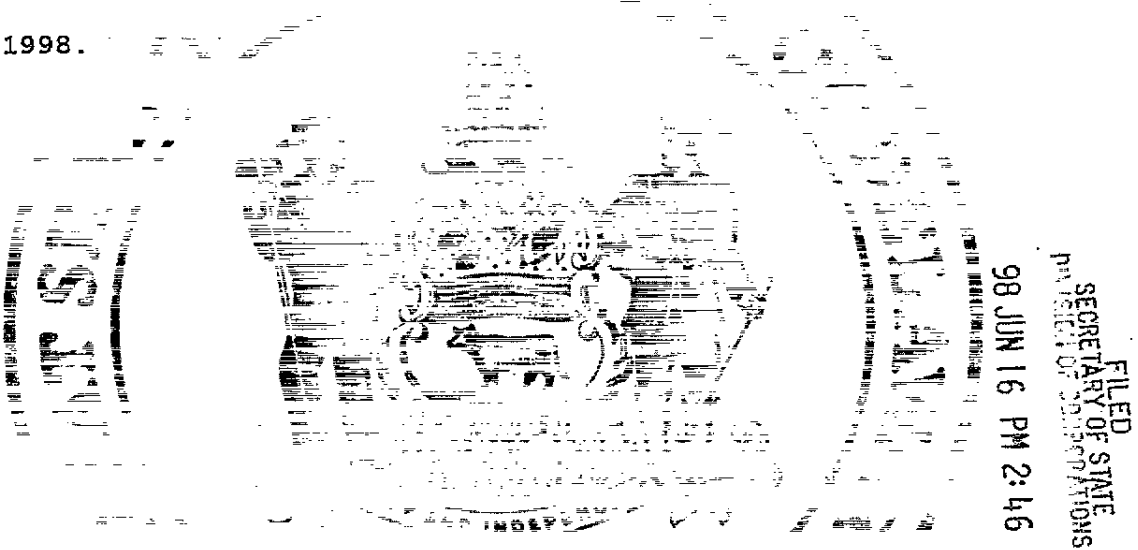
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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MDS SECURITIES INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 1998.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9062296  
DATE: 05-05-98