

F98000004488

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: WALL STREET FINANCIAL CORPORATION, A NEW JERSEY 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:

AGNES DOLEGA-CLOSING DEPT. MANAGER

(Name of Person)

WALL STREET FINANCIAL CORPORATION

(Firm/Company)

600002609826--3
-08/06/98-01076-008
****131.25 ****131.25

500 BLOOMFIELD AVENUE

(Address)

MONTCLAIR, NJ 07042

(City/State/Zip)

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

AGNES DOLEGA

(Name of Person)

at (973) 744-4777 X 133

(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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DIVISION OF CORPORATIONS
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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. WALL STREET FINANCIAL 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. NEW JERSEY

(State or country under the law of which it is incorporated)

3. NOT APPLICABLE

(FEI number, if applicable)

4. JUNE 8TH, 1988

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. NO BUSINESS HAS BEEN TRANSACTED IN THE STATE OF FLORIDA YET.

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

7. 500 Bloomfield Ave

Montclair NJ 07042

(Current mailing address)

MORTGAGE BANKING

8. _____
(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: TERESA BACALLAO

Office Address: 631 - E - 40th Street

HALEAH,

Florida,

33013

(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.

Teresa Bacallao

(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) NOT APPLICABLE

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: KHALED MOSTAFA

Address: 21 OLD WOODS ROAD

SADDLE RIVER, NEW JERSEY 07458

Vice President: NONE

Address: _____

Secretary: CHRISTOPHER J. CARKHUFF, ESQ.

Address: 211 BENDERMEER AVENUE

INTERLAKEN, NEW JERSEY 07712

Treasurer: JOHN F. RAFFA

Address: 227 WEST SADDLE RIVER ROAD

SADDLE RIVER, NEW JERSEY 07458

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)
KHALED MOSTAFA-PRESIDENT

14. _____

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

WALL STREET

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
LONG FORM STANDING WITH CHARTER DOCUMENTS

WALL STREET FINANCIAL CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on June 8, 1988.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Khaled Mostafa
500 Bloomfield Avenue
Montclair, NJ 07042*

*I further certify that as of the date of this
certificate, the following amendments and changes
are on file in this office:*

Amendment

01/19/1993

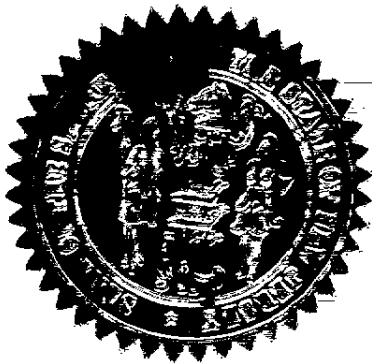
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98 AUG -6 AM 9:42

DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
LONG FORM STANDING WITH CHARTER DOCUMENTS

WALL STREET FINANCIAL CORPORATION



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
24th day of July, 1998

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

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