FILING & SEARCH SERVICES, INC. SERVICES SERVICES	D4694 HOLD FOR PICKUP BY UCC SERVICES OFFICE USE ONLY (Document #) 684607
CORPORATION NAME(S) AND DOCUMENT NUMBER(S Continental Bruker-Dear	8000026182180 -08/18/98-01001-009 ****122.50 ****122.50 S) (if known): Certified Copy
Mail Out Will Wait Photocopy	Certificate of Status
NEW FILINGS       AMENDMENTS         Profit       Amendment         NonProfit       Resignation of R.A. Officer/Director         Limited Liability       Change of Registered Agent         Domestication       Dissolution/Withdrawal         Other       Merger	Certificate of FICTITIOUS NAME  FICTITIOUS NAME SEARCH
OTHER FILINGS       REGISTRATION/QUALIFICATION         Annual Report       Foreign         Fictitious Name       Limited Partnership         Name Reservation       Reinstatement         Trademark       Other         Ordered By:       Ordered By:	CORP SEARCH SECRE LAND SECRE LAND SECRE LAND SECRE LAND SECRE LAND SECRE FLORIDE

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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:

7	Continental Broker-Dealer 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. <u>11-2620249</u> (State or country under the law of which it is incorporated) (FEI number, if applicable)
4.	12/1/82       5. perpetual         (Date of Incorporation)       (Duration: Year corp. will cease to exist or "perpetual")
6.	estimate September 1, 1998 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155) (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155) (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155) (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155)
7.	One Old Country Road
	Carle Place, New York 11514
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 <u>NOT</u> acceptable)
	Name: NationsCorp. Registered Agents, Inc.

Office Address: <u>526 East Park Avenue</u>

Tallahassee , Florida, 32302 (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.

lothea (Registered agent's signature)

 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. N

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	TORS (Street address only- F. O. Box NOT acceptable)		
Address:	One Old Country Road	-	
	Carle Place, New York 11514		
Vice Chairn	146:	-	
Address:		-	
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Director:		-	
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Director:		-	
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Address:	One Old Country Road	<b></b>	
*****************	Carle Place, New York 11514	,	
Treasurer:		•	
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NOTE: If at	cessary, you may attech an addendum to the application listing additional of directors.		
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(Signa	Pure of Clumman, Vice Chairman or any officer listed in number 12 of the application)		

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## State of New York Department of State

I hereby certify, that the certificate of incorporation of CONTINENTAL BROKER-DEALER CORP. was filed on 11/01/1982, 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. I further certify the following:

A Certificate of Amendment was filed on 04/19/1991.

A Biennial Statement was filed 08/03/1998.

I further certify, that no other certificates have been filed by such corporation.

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