

Document Number Only
F98000005388

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
 TALLAHASSEE, FL 32301

Address
 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002648925--7
 -09/25/98--01037--006
 *****70.00 *****70.00

Pender Real Estate Corp.

SECRETARY OF STATE
 TALLAHASSEE FLORIDA

98 SEP 25 PM 12:18

FILED

9/25

98 SEP 25 AM 10:49

RECEIVED

DIVISION OF CORPORATION

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Annual Report
- Other
- Name Registration
- Change of RA
- Fictitious Name
- UCC
- Photo Copies
- CUS
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

| |
|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

SEP 25 1998

Thanks,
 Jeff

**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. Pendex Real Estate 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
(State or country under the law of which it is incorporated)

3. 11-2418191
(FEI number, if applicable)

4. February 23, 1997
(Date of incorporation)

5. Perpetual
(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 817.156, F.S.))

7. 388 Greenwich Street, New York, New York 10013
(Current mailing address)

8. see attached rider
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Charles W Meyer

(Registered agent's signature) (Officer)

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

FILED
98 SEP 25 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

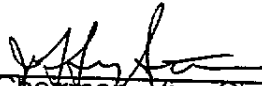
Address: _____

98 SEP 25 PM 12: 19
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Jeffrey Srethner, Vice President
(Typed or printed name and capacity of person signing application)

FILED
98 SEP 25 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Business Purpose:

Pendex Real Estate Corp. is currently dormant. However, it is intended that in the near future it will be a registered broker-dealer.

FILED
98 SEP 25 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PENDEX REAL ESTATE CORP.

OFFICERS:

Denise Strain President
Business Address: 399 Park Avenue
 16th Floor
 New York, New York 10043

Jeffrey Serether Vice President and Secretary
Business Address: 399 Park Avenue
 16th Floor
 New York, New York 10043

Paul Polivy Vice President and Treasurer
Business Address: 850 Third Avenue
 4th Floor
 New York, New York 10043

DIRECTORS:

Denise Strain, Chairman
Jeffrey Serether
Paul Polivy

SECRETARY OF STATE
TALLAHASSEE FLORIDA

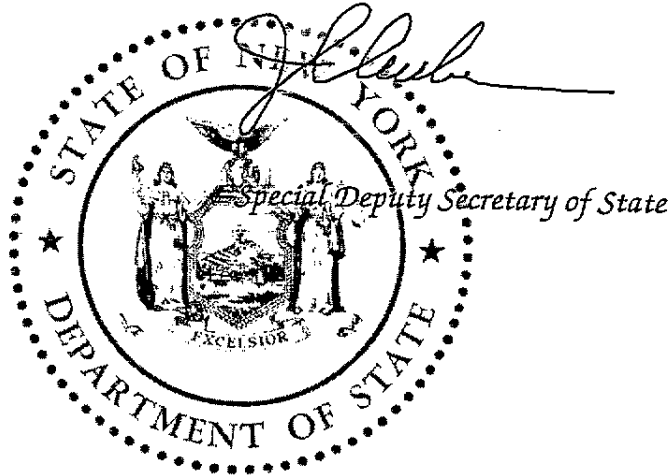
98 SEP 25 PM 12: 19

FILED

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of PENDEX REAL ESTATE CORP. was filed on 02/23/1977, 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.

Witness my hand and the official seal of the Department of State at the City of Albany, this 16th day of September one thousand nine hundred and ninety-eight.



199809170203 49

FILED
98 SEP 25 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA