

F980000005409

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: MORGAN STEARN, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-09/28/98--01077--001  
\*\*\*\*\*78.75, \*\*\*\*\*78.75

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:

F. D. Brown

(Name of Person)

Morgan Stearn, Inc.

(Firm/Company)

37 North Orange Ave. Ste. 422

(Address)

Orlando, FL 32801

(City/State/Zip)

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

Felicia

(Name of Person)

407

926-4017

(Area Code & Daytime Telephone Number)

**STREET 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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9/28

**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. MORGAN STEARN, 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. Nevada 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 10, 1998 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 15, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 37 North Orange Avenue Suite 422  
Orlando, FL 32801  
(Current mailing address)
8. Corporation's Corporate Office located in Orlando, FL  
(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: Daniel A. Kaminsky (Cromwell Crown Capital)  
Office Address: 20 North Orange Avenue Suite 1400  
Orlando, Florida, 32801  
(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.*

Daniel A. Kaminsky  
(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.

*Attached*

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

Raymond Ramos-President (Director) Arnold A. Mourino-Vice Chairman (Director)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: Daniel A. Kaminsky

Address: 37 North Orange Avenue Suite 422  
Orlando, FL 32801

Vice Chairman: Arnold A. Mourino

Address: 37 North Orange Avenue Suite 422  
Orlando, FL 32801

Director: Raymond Ramos

Address: 37 North Orange Avenue Suite 422  
Orlando, FL 32801

Director: Felicia Brown

Address: 37 North Orange Avenue  
Orlando, FL 32801

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

President: Raymond Ramos

Address: 37 North Orange Avenue Suite 422  
Orlando, FL 32801

Vice President: Arnold A. Mourino

Address: 37 North Orange Avenue Suite 422  
Orlando, FL 32801

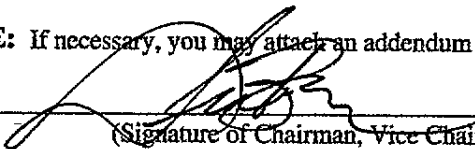
Secretary: Felicia Brown

Address: 37 North Orange Avenue Suite 422  
Orlando, FL 32801

Treasurer/Chairman Daniel A. Kaminsky

Address: 37 North Orange Avenue Suite 422  
Orlando, FL 32801

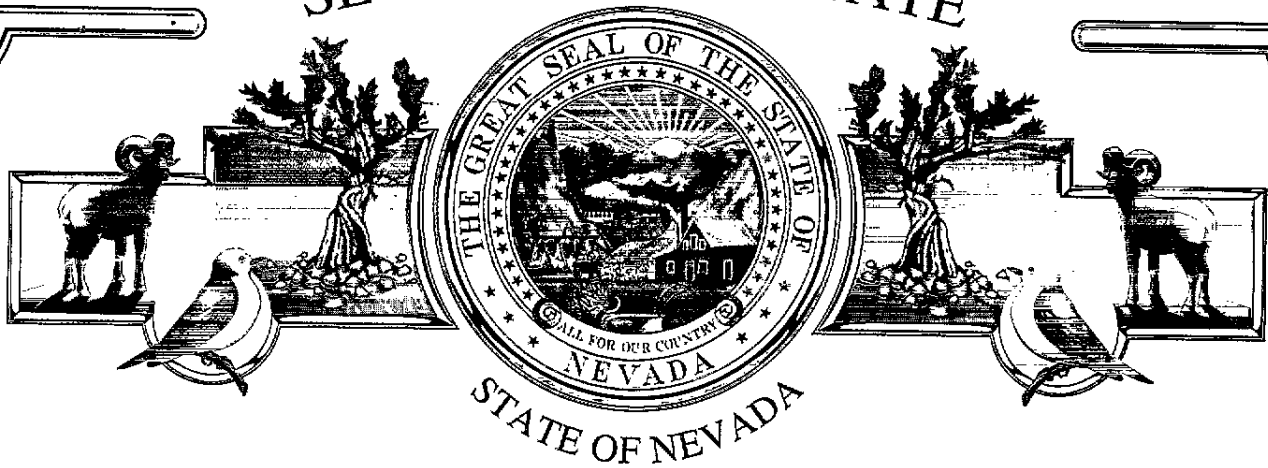
**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Felicia Brown-Director-Secretary  
(Typed or printed name and capacity of person signing application)

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# SECRETARY OF STATE



## CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **MORGAN STEARN, INC.** did on **SEPTEMBER 10, 1998**, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **SEPTEMBER 10, 1998**.



*Dean Heller*

Secretary of State

By

*Angela J. Wawick*

Certification Clerk