

F98000005910

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MarketWise Securities, Inc., dba Market Wise Trading, Inc.
(Name of corporation - must include suffix)

300002656455--4
-10/06/98--01023--001
*****78.75 *****78.75

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:

Thomas McCafferty
(Name of Person)
Market Wise Trading, Inc.
(Firm/Company)
11145 Sheridan Blvd.
(Address)
Westminster CO 80020
(City/State/Zip)

W98-22725

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

Thomas McCafferty at (303) 464-0404
(Name of Person) (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

10/23/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

93 OCT 23 AM 9:23

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1998

THOMAS MCCAFFERTY
11145 SHERIDAN BLVD.
WESTMINSTER, CO 80020

SUBJECT: MARKETWISE SECURITIES, INC.
Ref. Number: W98000022725

We have received your document for MARKETWISE SECURITIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 998A00049696

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TALLAHASSEE, FLORIDA



TRADING, INC.

October 14, 1998

Agnes Lunt
Document Specialist
Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re.: Market Wise Securities, Inc.
Ref. Number: W98000022725
Letter Number: 998A00049696

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Agnes Lunt,

Enclosed is our revised Application by Foreign Corporation for Authorization to Transact Business in Florida for your consideration. If any additional information is required, please let me know.

Sincerely,

Thomas McCafferty
Chief Operations Officer

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. Market Wise Securities, Inc. (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. Colorado (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. March 19, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. None to date (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11145 Sheridan Blvd. Westminister, CO 80020 (Current mailing address)

8. Securities 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: John Glenn

Office Address: 712 147th St. E.

Bradenton, Florida, 34202 (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.

(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.

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: DAVID S. NASSAR
Address: 10899 Irving Court
Westminster, CO 80030

Vice Chairman: _____

Address: _____

Director: Tracey T. NASSAR
Address: 10899 Irving Court
Westminster, CO 80030

Director: Kevin Ward
Address: 459 Wright Street, Unit 107
Lakewood, CO 80228

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

President: DAVID S. NASSAR
Address: 10899 Irving Court
Westminster, CO 80030

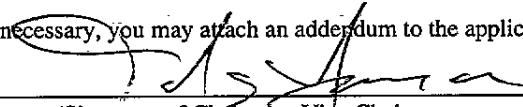
Vice President: Kevin Ward
Address: 459 Wright, Unit 107
Lakewood, CO 80228

Secretary/Treasurer: Tracey T. NASSAR
Address: 10899 Irving Court
Westminster, CO 80020

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. DAVID S. NASSAR, CHAIRMAN
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Name and Address List of Board of Directors
Market Securities, Inc.
DBA, Market Wise Trading, Inc.

David S. Nassar
Tracey T. Nassar
10899 Irving Court
Westminster, CO 80030

Kevin Ward
459 Wright Street
Unit 107
Lakewood, CO 80228

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 23 AM 9:24

FILED



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

MARKETWISE SECURITIES, INC.
(COLORADO CORPORATION)

FILE # 19981052674 WAS FILED IN THIS OFFICE ON March 19, 1998
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: September 11, 1998

Victoria Buckley

SECRETARY OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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