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COZEN AND O'CONNOR
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NEW YORK, NY
NEWARK, NJ
SAN DIEGO, CA
SEATTLE, WA
WEST CONSHOHOCKEN, PA
WESTMONT, NJ

March 9, 1999

VIA - FEDERAL EXPRESS

Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

900002802309--2
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*****70.00 *****70.00

Re: The Wall Street Women's Club, Inc.

Dear Sir or Madam:

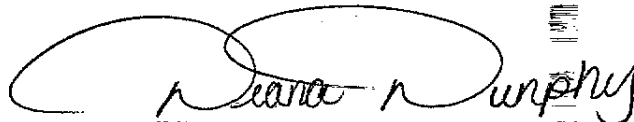
I am enclosing one original and one copy of an executed Application by Foreign Corporation for Authorization to Transact Business in Florida for the referenced entity. I am also enclosing our check in the amount of \$70.00 in satisfaction of the filing fee.

Please file the application accordingly and forward evidence of the filing to my attention once it becomes available. For your convenience, I have provided a self-addressed stamped envelope for that purpose.

If you have any questions or require additional information regarding this filing you may call me collect at 215-665-4661. Thank you for your assistance.

Very truly yours,

COZEN AND O'CONNOR



BY: DIANA P. DUNPHY
Paralegal

7pp
used
SASE

DPD/
Enclosures

W99-6000
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 APR -7 PM 1:29
FILED
W4/7



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 11, 1999

DIANA P. DUNPHY
COZEN AND O'CONNOR
1900 MARKET STREET - THE ATRIUM
PHILADELPHIA, PA 19103

SUBJECT: THE WALL STREET WOMEN'S CLUB, INC.
Ref. Number: W99000006000

We have received your document for THE WALL STREET WOMEN'S CLUB, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 899A00011742

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April 6, 1999

VIA FEDERAL EXPRESS

Secretary of State
Corporation Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: The Wall Street Women's Club

Dear Sir or Madam:

Pursuant to your letter, dated March 11, 1999, I am enclosing one original and one copy of the corrected Application By Foreign Corporation for Authorization to Transact Business in Florida. Per your instructions, item #10 has now been executed by the appropriate individual. In addition, I am also enclosing the requested Certificate of Existence issued by the State of Delaware.

Please file the application accordingly and forward evidence of the filing to my attention once it becomes available. For your convenience, I have provided a self-addressed stamped envelope for that purpose.

If you have any questions or require additional information regarding this filing please do not hesitate to contact me at 215-665-4661. Thank you for your assistance.

Very truly yours,

COZEN AND O'CONNOR



BY: DIANA P. DUNPHY
Paralegal

DPD/
Enclosures

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. The Wall Street Women's Club, 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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. December 16, 1998
(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. 20889 St. Andrews Blvd. - Villa #8, Boca Raton, Florida 33433
(Current mailing address)
8. Educational personal financial products and services
(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: Kimberly Strauss
Office Address: 20889 St. Andrews Blvd. - Villa #8
Boca Raton, Florida, 33433
(Zip Code)

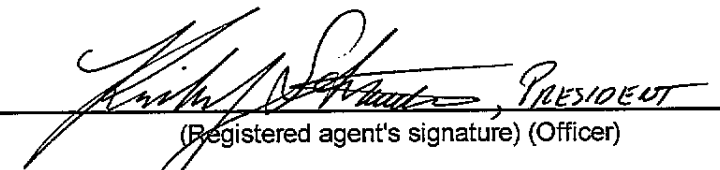
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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.


(Registered agent's signature) (Officer)
Kimberly Strauss, President
(Type Name and Title of Officer)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Sole Director: Kimberly Strauss

Address: 20889 St. Andrews Blvd. - Villa #8
Boca Raton, FL 33433

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. OFFICERS

President: Kimberly Strauss

Address: 20889 St. Andrews Blvd. - Villa #8
Boca Raton, Florida 33433

Vice President: _____

Address: _____

Secretary: Kimberly Strauss

Address: 20889 St. Andrews Blvd. - Villa #8
Boca Raton, Florida 33433

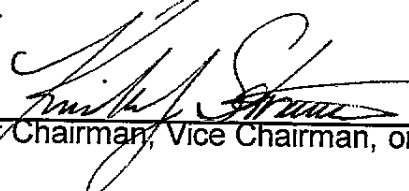
Treasurer: Kimberly Strauss

Address: 20889 St. Andrews Blvd. - Villa #8

Boca Raton, Florida 33433

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

13.

 3/5/99
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kimberly Strauss, President

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

FILED

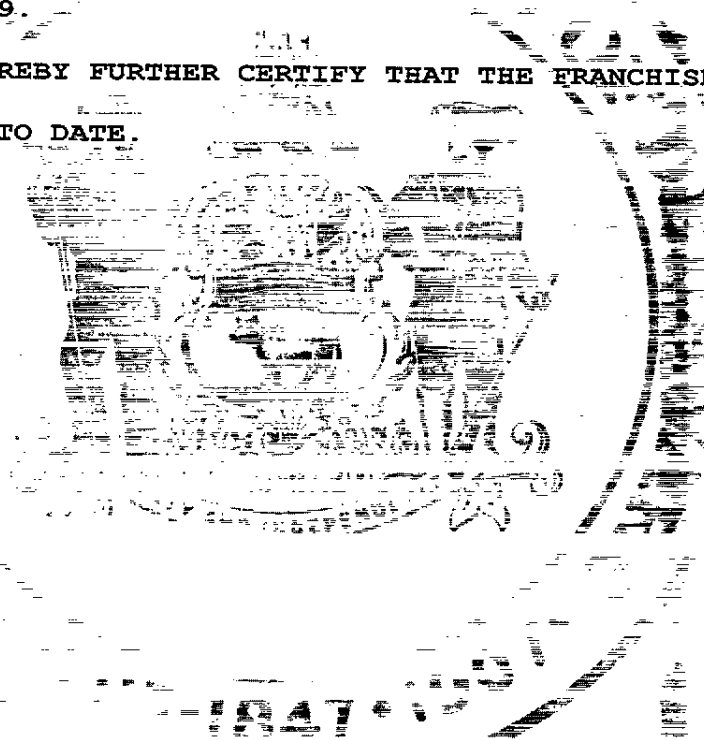
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE WALL STREET WOMEN'S CLUB, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2972630 8300

991105194

AUTHENTICATION:

9635386

DATE:

03-18-99