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-05/17/99-01109-012  
\*\*\*\*140.00 \*\*\*\*\*70.00

May 14, 1999

Florida Department of State  
Qualification and Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Brookshire Holdings, Inc. and  
Brookshire Securities Corporation

Dear Sir or Madam:

Enclosed herewith please find two original and two copies of completed Applications by Foreign Corporation for Authorization to Transact Business in Florida for Brookshire Holdings, Inc., and Brookshire Securities Corporation. Also enclosed are two certificates of good standing from Delaware for the companies and a check for \$140 to cover the filing fees for both companies. Please provide us with a stamped copy of the filed applications.

If you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

*Richard P. Greene*

Richard P. Greene  
For the Firm

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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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:

1. Brookshire Holdings, Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. October 29, 1996      4. Perpetual  
(Date of Incorporation)      (Duration)
5. 65-0704057  
(Federal Employer Identification number, if applicable)
6. Upon qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 5950 W. Oakland Park Blvd., Suite 300, Ft. Lauderdale, FL 33313  
(Current mailing address)
8. Holdings company which owns a securities firm.  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

**A. Directors:**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE FLORIDA

**B. Officers:**

**President:** Timothy B. Ruggiero  
**Address:** 9540 NW 10th Street  
Plantation, FL 33322

**Vice President:** \_\_\_\_\_  
**Address:** \_\_\_\_\_

**Secretary:** Sheldon Goldberg  
**Address:** 1501 NW 108th Ave., Apt. 232  
Plantation, FL 33322

**Treasurer:** Sheldon Goldberg  
**Address:** \_\_\_\_\_

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TALLAHASSEE FLORIDA

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

**Name:** Sheldon Goldberg  
**Office Address:** 5950 W. Oakland Park Blvd., Suite 300  
Ft. Lauderdale, Florida 33313  
Zip Code

**11. 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: X *Sheldon Goldberg* Sec Treas  
Sheldon Goldberg

12. 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.

13. X *Sheldon Goldberg* Sec Treas  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Sheldon Goldberg, Secretary/Treasurer  
(Name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKSHIRE HOLDINGS, 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 TWENTY-SEVENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKSHIRE HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1996.

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

9710781

DATE:

04-27-99