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Division of Corporations

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P. 01

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 7, 1999

EDWARDS & ANGELL

SUBJECT: WAL-TED.SECURE.COM, INC.
REF: W99000013127

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the FEI #, that it has been applied for, or that it is not applicable in number 3 of the application, do not leave blank.,

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

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TALLAHASSEE, FLORIDA

99 JUN - 7 PM 1:53

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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. WAL.-TED. SECURE.COM, 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. Applied for

(FEI number, if applicable)

4. MARCH 19, 1999

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON FILING

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 140 ATLANTIC AVENUEPALM BEACH FL 33480

(Current mailing address)

8. The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state.
(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: ANGELL CORPORATE SERVICES, INC.Office Address: 250 ROYAL PALM WAY, STE. 300PALM BEACH, Florida, 33480

(Zip code)

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.

ANGELL CORPORATE SERVICES, INC.By: [Signature]

(Registered agent's signature)

Its: President

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)

John G. Igoe, Florida Bar #396184, Edwards & Angell LLP, 250 Royal Palm Way, Ste. 300, Palm Beach, FL 33480 (561-833-7700)

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P. 04

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

Chairman: Theodore M. Johnson

Address: 140 Atlantic Avenue
Palm Beach FL 33480

Vice Chairman: _____

Address: _____

Director: Walter F. Raquet

Address: c/o Knight Securities, 525 Washington Blvd.
Jersey City, NJ 07310

Director: _____

Address: _____

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

President: & Treasurer Walter F. Raquet

Address: c/o Knight Securities, 525 Washington Blvd.
Jersey City, NJ 07310

Vice President: & Secretary Theodore M. Johnson

Address: 140 Atlantic Avenue, Palm Beach, FL 33480

Secretary: _____

Address: _____

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. _____

Theodore M. Johnson, Chairman and Vice President

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

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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 "WAL-TED.SECURE.COM, 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 TWENTIETH DAY OF MAY,
A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9757915

DATE:

05-20-99

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