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TO: DIVISION OF CORPORATIONS FROM: LIMITED LIABILITY COMPANY  
DEPARTMENT OF REVENUE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3094  
FAX: (305) 541-3770

(((H95000010983))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY  
NAME: BROKER/DEALER EXCHANGE, INC.  
FAX AUDIT NUMBER: H95000010983 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 10/02/1995 TIME REQUESTED: 11:32:00  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$285.00 ACCOUNT NUMBER: 072450003265

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

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Thank You

*[Handwritten Signature]*

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is: **BROKER/DEALER EXCHANGE,  
L.C.**

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited  
Liability Company shall be:

5301 North Federal Highway, Suite 380  
Boca Raton, Florida 33487-4961

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be from the date of  
the filing and acceptance of these articles as filed by the Secretary of State. The Company  
then shall continue until January 1, 2025 unless previously dissolved according to law.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the members and the name  
and address of the managing member is:

**EDWARD C. MUNGENAST**  
5301 North Federal Highway, Suite 380  
Boca Raton, Florida 33487-4961

*THEODORE F. Brill, Esq.*  
8211 W. Broward Blvd. # 360  
Plantation, FL 33324-2737  
(305) 370-0800 / FBN. 236462

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**ARTICLE V - Admission Of Additional Members:**

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be as provided in the Company's Operating Agreement.

**ARTICLE VI - Members Rights to Continue Business:**

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be limited to that permitted in the Company's Operating Agreement.

**ARTICLE VII**

**MEMBER**

The name and address of the member signing these Articles of Organization is:

EDWARD C. MUNGENAST  
5301 North Federal Highway, Suite 380  
Boca Raton, FL 33487-4961

The undersigned has executed these Articles of Organization on September

27, 1995 as a member.

H9500010993

Edward C. Mungenast  
Edward C. Mungenast  
President

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member EDWARD C. MUNGENAST a member of  
Broker/Dealer Exchange, L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the member(s) is \$1,000.00.
- 3) If any, the agreed value of the property other than cash contributed by member(s) is 5 0.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.

Edward C. Mungenast  
 MEMBER - EDWARD C. MUNGENAST  
 (In accordance with Section 608.408(3),  
 Florida Statutes, the execution of this  
 affidavit constitutes an affirmation  
 under the penalties of perjury that the  
 facts stated herein are true.)

9/28/95  
 Date

STATE OF FLORIDA  
 COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on September     , 1995,  
 by EDWARD C. MUNGENAST, who is personally known to me ~~or has produced~~  
~~as identification.~~

Yolanda Rivera  
 NOTARY PUBLIC - State of Florida

My Commission Expires:



YOLANDA RIVERA  
 My Comm Exp. 5/18/97  
 Bonded By Service Ins  
 No. CC287509

Per sealty system     Other L.C.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATES OF FLORIDA.

1. The name of the limited liability company is: BROKER/DEALER EXCHANGE, L.C.

2. The name and address of the registered agent and office is:

THEODORE F. BRILL, ESQ.  
8211 W. Broward Blvd., Suite 360  
Plantation, Florida 33324-2737

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

*Theodore F. Brill*  
(Signature)

9/29/95  
(Date)

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TALLAHASSEE, FLORIDA

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**FILE NOW: Fee after May 1, will be \$263.75**

APR 1996

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra H. Matham  
Secretary of State  
DIVISION OF CORPORATIONS

**FILING FEE**  
\$ 230.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

**1. Name and Mailing Address of Limited Liability Company**  
**DOCUMENT #L95000000744**

BROKER/DEALER EXCHANGE, L.C.  
5301 N. FEDERAL HIGHWAY  
SUITE 380  
BOCA RATON FL 33487-4961

**1a. Principal Place of Business Address**

5301 N. FEDERAL HIGHWAY  
SUITE 380  
BOCA RATON FL 33487

If above mailing address is secured in any way, line through incorrect information and enter correction in Block 2a

<b>2. Principal Place of Business</b>		<b>2a. Mailing Address</b>	
Suite, Apt #, etc.	City & State	Suite, Apt #, etc.	City & State
Zip	Country	Zip	Country

<b>3. Date Organized or Qualified</b> 10/02/1995	<b>3a. State of Formation</b> FL
<b>4. FET Number</b>	<input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
<b>5. Date of Last Report</b>	<b>6. Certificate of Status Desired</b> <input type="checkbox"/> \$0.75 Additional Fee Required <input type="checkbox"/>

**7. Name and Address of Current Registered Agent**

BRILL, THEODORE F  
8211 W. BROWARD BLVD. Y  
SUITE 360  
PLANTATION FL 33324

**8. Name and Address of New Registered Agent**

Name \_\_\_\_\_  
Street Address (P.O. Box Number is Not Acceptable) \_\_\_\_\_  
Suite, Apt #, etc \_\_\_\_\_  
City \_\_\_\_\_ Zip Code \_\_\_\_\_  
**FL**

**9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations**

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
(Registered Agent Accepting Appointment) (If 11 Registered Agent sign as required when re-registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	MUNGENAST, EDWARD C	5301 N. FEDERAL HIGHWAY SU	BOCA RATON FL

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\*\*\*\*238.75 \*\*\*\*238.75

*TAB*

**11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.**

**SIGNATURE:** S. C. Mun 4/23/96 (401)994-4444