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ACCOUNT NO. : 5072100000032
REFERENCE : 542317 7146642
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 155.00

ORDER DATE : January 7, 2000
ORDER TIME : 1:12 PM
ORDER NO. : 542317-005
CUSTOMER NO: 7146642

000003092120--9

CUSTOMER: Mr. Peter A. Savarese
Michael Harris, P.a.
Suite 550
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: MOMENTUM SECURITIES, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

APPROVED AND FILED
00 JAN -7 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JAN -7 PM 2:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
1-7-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Momentum Securities, L.L.C.
(Name of foreign limited liability company)

2. Texas 3. 76-0478382
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 10, 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Not Applicable
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1800 Bering Drive, Suite 750, Houston, TX 77057
(Street address of principal office)


8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

449 Park Avenue, New York, NY 10022

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Transact business as
a Florida securities dealer

X 
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Omar Amanat, President of Managing Member

Typed or printed name of signee

00 JAN - 7 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED AND FILED

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Momentum Securities, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Michael Harris, Esquire

(Name)

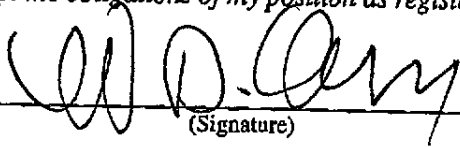
1645 Palm Beach Lakes Boulevard #550

Florida street address (P.O. Box **NOT** ACCEPTABLE)

West Palm Beach, FL 33401

City/State/Zip

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 as provided for in Chapter 608, F.S..



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

00 JAN -7 PM 3:58
AND
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

MOMENTUM SECURITIES, L.L.C.
File No. 7059916-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

00 JAN - 7 PM 3: 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on December 21, 1999.



Elton Bomer
Secretary of State