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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Ouligan MAR 27 2012

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SANDGRAIN SECURITIES, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

KATHLEEN HAY  
Name of Person

SANDGRAIN SECURITIES, LLC  
Firm/Company

1050 FRANKLIN AVENUE, SUITE 302  
Address

GARDEN CITY, NY 11530  
City/State and Zip Code

KHAY@SANDGRAIN.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KATHLEEN HAY at ( 516 ) 750-7881  
Name of Person Area Code & Daytime Telephone Number

**MAILING ADDRESS:**  
Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 2, 2012

KATHLEEN HAY  
1050 FRANKLIN AVENUE, SUITE 302  
GARDEN CITY, NJ 11530

SUBJECT: SANDGRAIN SECURITIES, LLC  
Ref. Number: W12000012387

We have received your document for SANDGRAIN SECURITIES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, 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.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 245-6051.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 412A00008408

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. SANDGRAIN SECURITIES, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. NEW YORK 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/31/11 5. PERPETUAL  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1050 FRANKLIN AVENUE, SUITE 302  
GARDEN CITY, NY 11530  
(Street Address of Principal Office)

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TALLAHASSEE, FLORIDA

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

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

NBAI Services Inc.  
515 East Park Avenue  
Tallahassee, FL 32301

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: \_\_\_\_\_

BROKER-DEALER SERVICES

Kathleen Hay  
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

KATHLEEN HAY  
Typed or printed name of signee

**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:

**SANDGRAIN SECURITIES, LLC**

If unavailable, the alternate to be used in the state of Florida is:

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

**SANDGRAIN SECURITIES, LLC**

(Name)

**1515 NORTH FEDERAL HIGHWAY, SUITE 304**

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

**BOCA RATON**

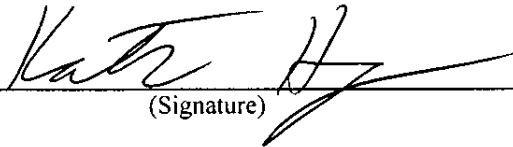
**FL 33432**

City/State/Zip

Agent: **NRAI Services Inc.**

**515 East Park Avenue, Tallahassee, FL 32301**

*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, Florida Statutes.*

  
(Signature)

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

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TALLAHASSEE, FLORIDA

**State of New York**  
**Department of State** } ss:

I hereby certify, that SANDGRAIN AQUISITION, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 11/28/2011, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment SANDGRAIN AQUISITION, LLC, changing its name to SANDGRAIN SECURITIES, LLC, was filed 02/10/2012.



\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 09th day of March two  
thousand and twelve.*

A handwritten signature in black ink, appearing to read "Neil A. ...", is written over a faint circular outline.

*First Deputy Secretary of State*