

M97000000076

**Shipment Airwaybill**  
1-800-CALL-DHL

From (Shipper)	
Account no <b>921332534</b>	Shipper's reference <b>GMCS:Kiaie</b>

Company name  
**GENESIS MERCHANT GROUP**

Shipper's name  
**Kiaie**

Address  
**909 MONTGOMERY ST  
SAN FRANCISCO CA**

Zip code (required) <b>941334625</b>	Phone/Fax/Telex <b>(415) 677-1500</b>
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Office Use Only

NUMBER(S), (if known):

- 1 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

900002085349--6  
-02/12/97--01036--015  
\*\*\*\*140.00 \*\*\*\*140.00

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

97 FEB 21 AM 11:45  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	W. P. Verifier

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX \_\_\_\_\_

FEE 140.00

R. FEE \_\_\_\_\_

C. \_\_\_\_\_

T. \_\_\_\_\_

DUPLICATE \_\_\_\_\_

REFUND \_\_\_\_\_

Examiner's Initials	
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M97000000076

W970000003202



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 7, 1997

GENESIS MERCHANT GROUP SECURITIES LLC  
11111 BISCAYNE BLVD., PH 55, TWR 111  
MIAMI, FL 33181

SUBJECT: GENESIS MERCHANT GROUP SECURITIES LLC  
Ref. Number: W97000003202

We have received your document for GENESIS MERCHANT GROUP SECURITIES LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 (904) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 197A00006731



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Genesis Merchant Group Securities LLC \_\_\_\_\_ deposits 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

\$ 2,479,806.  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 21 11:46

3) if any, the agreed value of property other than cash contributed by member(s) is  
A description of the property is attached and made a part hereto.

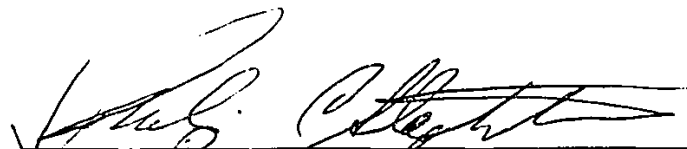
\$ \_\_\_\_\_

4) the amount of cash or property anticipated to be contributed by member(s) is  
This total includes amounts from 2 and 3 above.

\$ 2,479,806.

5) the total amount of cash or property anticipated to be contributed by member(s) is

\$ 2,479,806.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(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.)  
Philip C. Stapleton, President

**JAN 17 1997**

**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 STATE OF FLORIDA.

1. The name of the limited liability company is:

Genesis Merchant Group Securities, LLC

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

Stephen S. Weisglass

(Name)

11111 Biscayne Blvd., Penthouse 55 -- Tower 111

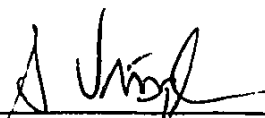
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33181

(City/State/Zip)

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DIVISION OF CORPORATIONS  
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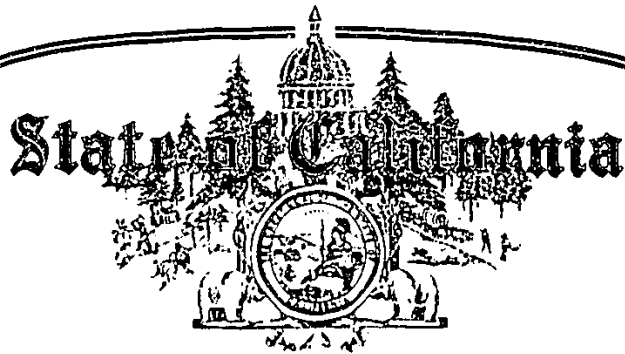
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.*

✓   
(Signature)

Stephen S. Weisglass

1/21/97  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**



**SECRETARY OF STATE  
CERTIFICATE OF STATUS  
CALIFORNIA LIMITED LIABILITY COMPANY**

*I, BILL JONES, Secretary of State of the State of California, hereby certify:*

*That on the* 8th *day of* May *, 19* 96

GENESIS MERCHANT GROUP SECURITIES LLC

*became recognized under the laws of the State of California by filing its Articles of Organization in this office; and*

*That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and*

*That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and*

*That no information is available in this office on the financial condition of this limited liability company.*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
9 FEB 2 AM 11:48



**IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this  
15th day of January, 1997**

*Bill Jones*  
Secretary of State