

ETG L.L.C.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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August 5, 1998

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

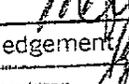
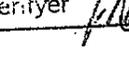
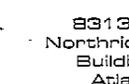
Please be advised that ETG, L.L.C. is submitting the following documentation and filing fees to meet the requirements to register as a foreign limited liability company transacting business in Florida:

- (1) Application by Foreign Limited Liability Company For Authorization to Transact Business in Florida;
- (2) Affidavit of Membership and Contributions of Foreign Limited Liability Company;
- (3) Certificate of Designation of Registered Agent/Registered Office;
- (4) Certificate of Good Standing issued by the State of Illinois; and
- (5) check made payable to the Florida Department of State in the total amount of \$285 to satisfy registraion fees.

If any further information is needed, please contact Diane Morelli at (212) 748-6371. Thank you in advance for your prompt attention regarding this matter.

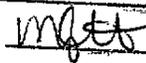
Sincerely,


Jacqueline Hart

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verityer	

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****285.00 ****285.00

Diane Morelli GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name + manager Titles
DATE 8-14-98
DOC. EXAM 

New York
111 Broadway
Suite 300
New York, NY 10006
212-346-7377
Fax 212-346-7396

San Jose
3190 South Bascom Ave.
Suite 220
San Jose, CA 95124
408-377-7772
Fax 408-377-4469

Atlanta
8313 Dunwoody Place
Northridge 400 Office Park
Building # 1 2nd Floor
Atlanta, GA 30350
770-552-1005
Fax 770-552-7337

Chicago
401 South LaSalle
Suite 1500
Chicago, IL 60605
312-786-5201
Fax 312-766-5222

Northbrook, IL
40 Skokie Boulevard
Suite 100
Northbrook, IL 60062
847-509-8787
Fax 847-509-8790

**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. Electronic Trading Group, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. ILLINOIS, USA
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-380-2811
(FEI number, if applicable)
4. 10/21/94
(Date of Organization)
5. 10/1/2000
(Duration: Year limited liability company will cease to exist or "perpetual")
6. PROPRIETARY TRADING ONLY JUNE '98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 249 Royal Palm Way Suite 303 J/K
Palm Beach FL 33480
(Street address of principal office)

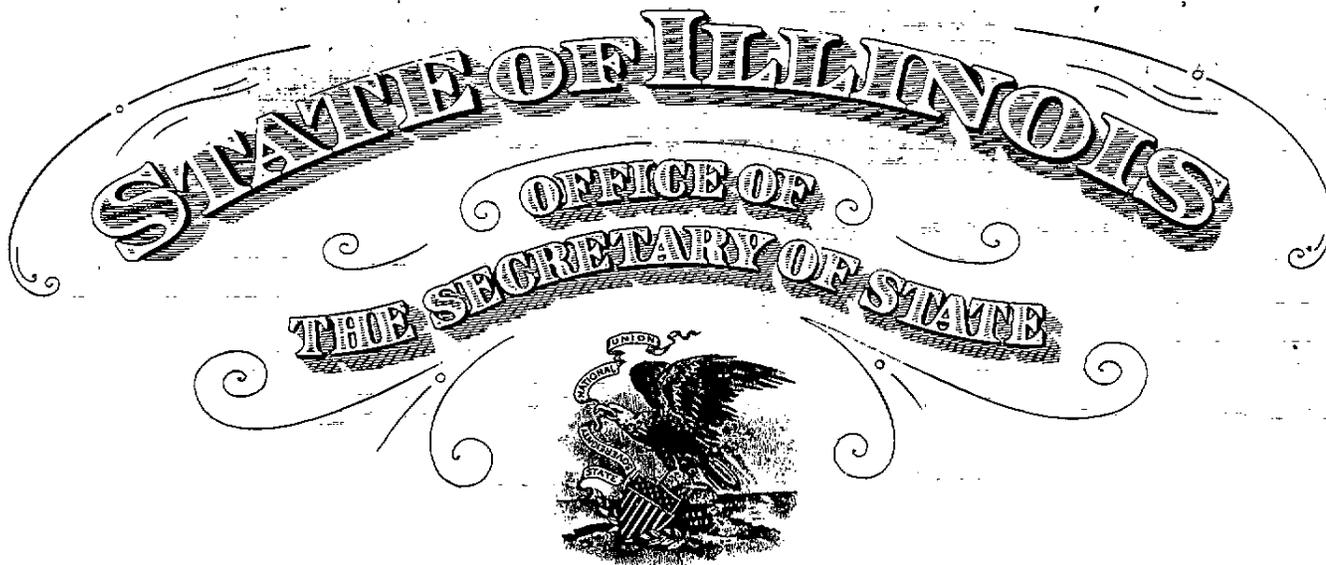
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>ROBERT A. KANTER</u> <u>111 Broadway 3rd FLR</u> <u>New York, NY 10006</u>	<u>MGRM</u>	<u>JACQUELINE HART</u> <u>111 Broadway 3rd FLR</u> <u>New York, NY 10006</u>	<u>MGR</u>
<u>JEFFREY S. MESTER</u> <u>350 California St.</u> <u>Suite</u> <u>San Francisco CA</u>	<u>MGRM</u>	<u>TERRENCE WHITE</u> <u>111 Broadway 3rd FLR</u> <u>New York, NY 10006</u>	<u>MGR</u>

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

File Number 0001419-2



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois, do hereby certify that

ELECTRONIC TRADING GROUP, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON OCTOBER 21,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.

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In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ 31ST
day of _____ JULY _____ A.D., 19 98

George H Ryan
SECRETARY OF STATE

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:

Electronic Trading Group, L.L.C.

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

ANDREW GRUBER
(Name)

173 Sunset Ave
Florida street address (P.O. Box NOT ACCEPTABLE)

Palm Beach FL 33480
City/State/Zip

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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.

X
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Electronic Trading Group, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 15,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 15,000.
(This total includes amounts from 2 and 3 above.)

X _____
Signature of a member or an 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.)

X _____
Andrew Gruber
Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit