

GERALD WEINBERG, P.C.
Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (800) 342-9856
Fax (800) 354-3381

M99000000332

February 26, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002790528--2
-03/01/99--01102--006
****285.00 ****285.00

Attn: Diane Cushing

Re: TRADERS' EDGE.NET, LLC

Enclosed herein please find the original and a copy of the Application by Foreign LLC for Authorization to Transact Business in Florida for the above named New York LLC. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$285.00, including the \$35.00 Registered Agent Designation.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

FILED
99 MAR - 1 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*LC
3-9-99*

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

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

1. TRADERS' EDGE.NET, LLC
(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. NEW YORK
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 13-4011688
(FEI number, if applicable)

4. JUNE 16, 1998
(Date of Organization)

5. DECEMBER 31, 2028
(Duration: Year limited liability company will cease to exist
or "perpetual")

6. AS OF THE DATE OF FILING THIS APPLICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 50 BROAD STREET
NEW YORK, NEW YORK 10004
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will
manage the foreign limited liability company in Florida: (attach additional page if necessary)

GEORGE WEST MGR
c/o TRADERS' EDGE.NET, LLC
50 BROADWAY
NEW YORK, NEW YORK 10004

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

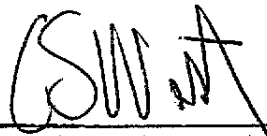
99 MAR - 1 PM 3: 06

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of TRADERS'
EDGE.NET, LLC deposes and says:

- 1) the above named limited liability company has one member.
- 2) the total amount of cash contributed by the member(s) is \$ 5,000.00
- 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.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 5,000.00. This total includes amounts from 2 and 3 above.



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.)

FILED
99 MAR -1 PM 3: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: TRADERS' EDGE.NET, LLC

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

STEVEN HELLER
(Name)
12318 ANTILLE DR.
(P.O. Box not acceptable)
BOCA RATON, FLORIDA 33428
(City/State/Zip)

FILED
99 MAR - 1 PM 3: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Steven Heller
(Signature)

2-22-99
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

I hereby certify, that BROADWAY CONSULTING, LLC a NEW YORK limited liability company filed a Certificate of Articles of Organization pursuant to section 203 of the Limited Liability Company Law on 06/16/1998, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Amendment BROADWAY CONSULTING, LLC, changing name to TRADERS' EDGE NETWORKS, LLC, was filed 01/26/1999.

A Certificate of Amendment TRADERS' EDGE NETWORKS, LLC, changing name to TRADERS' EDGE.NET, LLC, was filed 01/27/1999.

The limited liability company has not filed proofs of publication under section 206 (c) of the Limited Liability Company Law.

Witness my hand and the official seal of the Department of State at the City of Albany, this 25th day of February one thousand nine hundred and ninety-nine.



Special Deputy Secretary of State

