

M990000001197  
**Emax** SECURITIES

July 13, 1999

Registration Section  
Division of Corporations  
409 Gaines Street  
Tallahassee, FL 32399

200002330802--8  
-07/14/99--01048--005  
\*\*\*\*293.75 \*\*\*\*293.75

700002947307--4  
-08/02/99--01071--002  
\*\*\*\*293.75 \*\*\*\*293.75

Dear Qualification Office:

I am enclosing an application and a check for \$293.75 to be registered as a foreign limited liability company in the state of Florida. Our request is urgent because the Florida Department of Business Development has given Emax 10 business days from a letter dated July 30, 1999 to submit by fax, a certificate of status from the Department of State. If at all possible, I would greatly appreciate it if a copy could be faxed to my attention at 212-824-1160 as soon as it is available.

I am also enclosing an original certificate of existence from the State of New York. While the certificate may look like a copy, it is actually an original. You can call the CT Corporation System to verify this.

The amount of \$293.75 is for fees regarding:

- Filing Fee for Application and Affidavit
- Designation of Registered Agent
- Certificate of Status

If you have any questions or I can be of assistance, do not hesitate to contact me.

Sincerely yours,



Paul Chung

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**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. Emax Securities, 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 3. 13-395 2002  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 5/28/97 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will  
cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 475 Fifth Ave., 12th Floor  
New York, NY 10017  
(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 Jones</u>	<u>MGRM</u>	_____	_____
<u>475 Fifth Ave., 12th Fl.</u>		_____	
<u>New York, NY 10017</u>		_____	
<u>Bonnie Englehardt</u>	<u>MGRM</u>	_____	_____
<u>475 Fifth Ave. 12th Fl.</u>		_____	
<u>New York, NY 10017</u>		_____	
<u>Audrey McGuire</u>	<u>MGRM</u>	_____	_____
<u>475 Fifth Ave., 12th Fl.</u>		_____	
<u>New York, NY 10017</u>		_____	

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

The undersigned member or authorized representative of a member of Emax  
Securities, LLC deposes 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 approximately \$ 400,000
- 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 \$ 400,000  
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 400,000

X Cheryl McLean  
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.)

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**Filing Fee: \$250.00 for Application and Affidavit**

**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:

Emax Securities, LLC

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

CT Corporation System

(Name)

1200 S. Pine Island Road

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

Plantation FL 33324

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.*

  
(Signature)

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

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# State of New York } ss: Department of State

I hereby certify, that EMAX SECURITIES, 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 05/28/1997, and that the limited liability company is subsisting so far as shown by the records of the Department.

A Certificate of Affidavit of Publication of EMAX SECURITIES, LLC was filed on 10/15/1998.

A Certificate of Affidavit of Publication of EMAX SECURITIES, LLC was filed on 10/15/1998.

The limited liability company has filed proofs of publication under section 206 of the Limited Liability Company Law.



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Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 07th day of July  
one thousand nine hundred and  
ninety-nine.

Special Deputy Secretary of State

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SECRETARY OF STATE  
OFFICE