

P07898

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

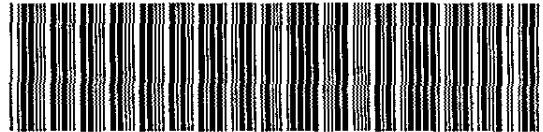
(Document Number)

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11/14/05--01031--025 **43.75

CLERK OF STATE
TALLAHASSEE, FLORIDA

05 JAN 14 PM 12:35

FILED

Ps 1/19/05
NC

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

707898

(Document number of corporation (if known))

1. WIEN Securities Corp
(Name of corporation as it appears on the records of the Department of State)
2. NY
(Incorporated under laws of)
3. 4/27/8
(Date authorized to do business in Florida)

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

05 JAN 14 PM 2:35

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SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 8/24/04

5. Hudson Securities, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Keith Knox
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Keith Knox
(Typed or printed name of person signing)

1/11/05
(Date)

President
(Title of person signing)

Delaware

PAGE 1

The First State

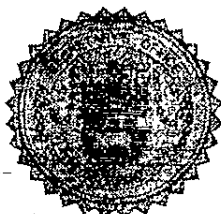
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HUDSON SECURITIES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF JULY, A.D. 2004, AT 9:27 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "HUDSON CAPITAL MARKETS, INC." TO "HUDSON SECURITIES, INC.", FILED THE FOURTH DAY OF AUGUST, A.D. 2004, AT 3:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3370212

3825259 8100H

040690323

DATE: 09-23-04

21. 2004 2:19PM

LANIER2

NO. 8616 P. 3/4

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:49 AM 07/21/2004
FILED 09:27 AM 07/21/2004
SRV 040532490 - 3825259 FILE

CERTIFICATE OF INCORPORATION

FIRST: The name of this corporation shall be: Hudson Capital Markets, Inc.

SECOND: Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which this corporation is authorized to issue is:

Thirty Million (30,000,000) shares of common stock, at \$0.001 par value.

FIFTH: The name and address of the incorporator is as follows:

Eric Horlick, Esq.
c/o Snow Becker Krauss P.C.
605 Third Avenue
New York, New York 10158

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive

of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 21st day of July, 2004.

Eric Horick

Name: Eric Horick
Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:44 PM 08/04/2004
FILED 03:42 PM 08/04/2004
SRV 040571522 - 3837662 FILE

CERTIFICATE OF OWNERSHIP

AND

MERGER

OF

WIEN SECURITIES CORP.
(a New Jersey Corporation)

INTO

HUDSON CAPITAL MARKETS, INC.
(a Delaware Corporation)

(Under Section 253 of the General Corporation Law)

Wien Securities Corp., a corporation organized and existing under the laws of the State of New Jersey

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Business Corporation Act of the State of New Jersey, on the 22nd day of September 1983.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Hudson Capital Markets, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

THIRD: That its Board of Directors, by written unanimous consent, on July 31 2004, determined to merge the corporation into said Hudson Capital Markets, Inc. and did adopt the following resolutions:

RESOLVED, that this corporation, Wien Securities Corp., merge itself into Hudson Capital Markets, Inc. which shall assume all of obligations of Wien Securities Corp. pursuant to the Plan of Merger attached hereto as Exhibit A and that the name of the surviving corporation shall be "Hudson Securities, Inc.";

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Upon completion of the merger, the holders of the common stock, \$1.00 par value of Wien Securities Corp. shall receive 83,333.333 shares of Hudson Capital Markets, Inc. common stock, \$.001 par value, for every one share of Wien Securities Corp. owned and shall have no further claims of any kind or nature; and all of the shares of common stock of Hudson Capital Markets, Inc. held by Wien Securities, Corp. shall be surrendered and canceled.

FROM CT WILMINGTON - 302_655_4236 GROUP 6 (WED) 8. 4' 04 15:48/ST. 15:47/NO. 4260103806 P 3

FOURTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by Wien Securities Corp. in accordance with the Business Corporation Act of the State of New Jersey.

FIFTH: The name of the surviving corporation shall be "Hudson Securities, Inc."

Dated: July 31, 2004

Wien Securities Corp.

By: /s/ Keith Knox
Keith Knox
Secretary

S:\ms\Wien\reincorporation merger\certificate of ownership and merger.doc

Exhibit A

PLAN OF MERGER

OF

WIEN SECURITIES CORP.
(a New Jersey Corporation)

AND

HUDSON CAPITAL MARKETS, INC.
(a Delaware Corporation)

1. The corporation to be merged is Wien Securities Corp., a New Jersey corporation ("Parent"). The surviving corporation is Hudson Capital Markets, Inc., a Delaware corporation and a wholly-owned subsidiary of the Parent ("Subsidiary").
2. 1000 shares of common stock, \$.001 par value per share, of the Subsidiary are issued and outstanding, all of which shares are owned by Parent. No shares of any other class or series of capital stock of Subsidiary are outstanding.
3. Immediately upon the effectiveness of the merger:
 - (a) The separate existence of the Parent shall cease, and the Subsidiary as the surviving corporation, shall succeed, without other transfer, to all of the assets, rights, powers, property, debts, liabilities and obligations of the Parent in the manner and as more fully set forth in the applicable provisions of the New Jersey Business Corporation Act ("NJBCA") and the General Corporation Law of the State of Delaware ("DGCL").
 - (b) The name of the Subsidiary shall change to "Hudson Securities, Inc."
 - (c) The Board of Directors of the Parent shall become the directors of the Subsidiary to serve until the expiration of their respective terms and until their successors are duly elected and qualified.
 - (d) The officers of the Parent shall become the officers of the Subsidiary, to serve at the pleasure of the Board of Directors.
4. Upon the effective date of the merger and without any action on the part of the holder thereof, each share of the Parent Common Stock, \$1.00 par value, issued and outstanding immediately prior to the merger shall be changed and converted into 83,333.333 shares of the Subsidiary Common Stock, \$.001 par value. At such time, each share of Subsidiary Common Stock, \$.001 par value, issued and outstanding in the name of the Parent immediately prior to the merger shall be cancelled and retired and resume the status of authorized and unissued shares of common stock.

Dated: July 31, 2004

Wien Securities Corp.

FROM CT WILMINGTON - 302_655_4236 GROUP 6 (WED) 8. 4' 04 15:48/ST. 15:47/NO. 4260103806 P. 5

By: /s/Martin Craig Cunningham
Martin Craig Cunningham
President

Hudson Capital Markets, Inc.

By: /s/Martin Craig Cunningham
Martin Craig Cunningham
President