

Division of Corporations

Page 1 of 2

F0600006275

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FOREIGN PROFIT QUALIFICATION

vFinance, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. vFinance, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 58-1974423
(FEI number, if applicable)

4. February 1992
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3010 N. Military Trail, #300, Boca Raton, FL 33431
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Angell Corporate Services, Inc.

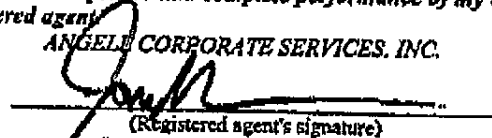
Office Address: One North Clematis St., #400

West Palm Beach, Florida 33401
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ANGELL CORPORATE SERVICES, INC.


(Registered agent's signature)

Jonathan E. Cole, President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: Address:

Chairman: Timothy Mahoney, Chairman of the Board

Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431

Director: Leonard J. Sokolow

Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Leonard J. Sokolow (President and Chief Executive Officer)

Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431

Vice President: Timothy Mahoney, Chief Operating Officer

Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431

Vice President: David Spector

Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431

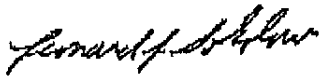
Treasurer: D. Carr Moody - Chief Financial Officer

Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.



13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Leonard J. Sokolow, Chief Executive Officer and President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VFINANCE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1470313

DATE: 11-29-01

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(Registered agent's signature)

Jonathan E. Cole, President

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 Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431
 Director: Leonard J. Sokolow
 Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431
 Director: _____
 Address: _____
 Director: _____
 Address: _____

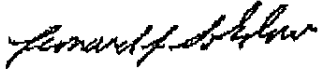
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 Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431
 Vice President: Timothy Mahoney, Chief Operating Officer
 Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431
 Vice President: David Spector
 Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431
 Treasurer: D. Carr Moody -- Chief Financial Officer
 Address: 3010 N. Military Trail, #300, Boca Raton, FL 33431

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