

CT CORPORATION SYSTEM

F02000004826

CORPORATION(S) NAME

OC & BR, Inc.

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02 SEP 23 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign qualification | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

9/23/02

Order#: 5604984

Ref#:

Amount: \$

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

TRANSMITTAL LETTER

02 SEP 23 PM 2:31
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: OC & BR, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ellen Giunta
(Name of Person)
C/O Ryan, Beck & Co.
(Firm/Company)
220 South Orange Avenue
(Address)
Livingston, New Jersey 07039-5817
(City/State and Zip code)

For further information concerning this matter, please call:

Ellen Giunta at (973) 597-5979
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

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1. OC & BR, 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. New Jersey 3. 14-1845971
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 08-16-2002 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 220 South Orange Avenue, Livingston, NJ 07039-5817
(Principal office address)

Same

(Current mailing address)

8. See attached
(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: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida 33324
(City) (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.

Connie Bryan
(Registered agent's signature)

Connie Bryan
Special Asst.-Secy.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

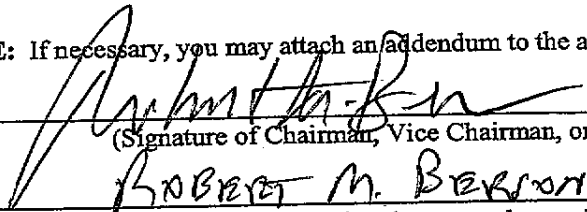
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. ROBERT M. BENSON, PRESIDENT _____
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**Attachment to Application for
Foreign Corporation for Authorization to Do Business**

Directors & Officers of OC & BR, INC.

Directors:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Michael M. Horn	Director	220 South Orange Ave. Livingston, NJ 07039
Paul Hines	Director	220 South Orange Ave. Livingston, NJ 07039
Ben A. Plotkin	Director	220 South Orange Ave. Livingston, NJ 07039

Officers:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Ben A. Plotkin	Chairman & CEO	220 South Orange Ave. Livingston, NJ 07039
Robert M. Berson, Esq.	President & COO	220 South Orange Ave. Livingston, NJ 07039
Leonard J. Stanley	Secretary & Treasurer	220 South Orange Ave. Livingston, NJ 07039

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**Attachment to Application for
Foreign Corporation for Authorization to Do Business**

Purpose of the Corporation

The corporation is to engage in any activity within the purposes for which corporations may be organized under the New Jersey Business Corporation Act. The corporation will engage in general brokerage business activities, including acting as an underwriter, distributor and trader of tax-exempt, equity and debt securities.

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TALLAHASSEE, FLORIDA
STATE

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

OC & BR, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on August 16, 2002.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

*Robert Berson
220 South Orange Ave
Livingston, NJ 07039*



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
13th day of September, 2002*

A handwritten signature in cursive script, appearing to read "John E. McCormac".

*John E McCormac, CPA
State Treasurer*

02 SEP 23 11 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA