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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

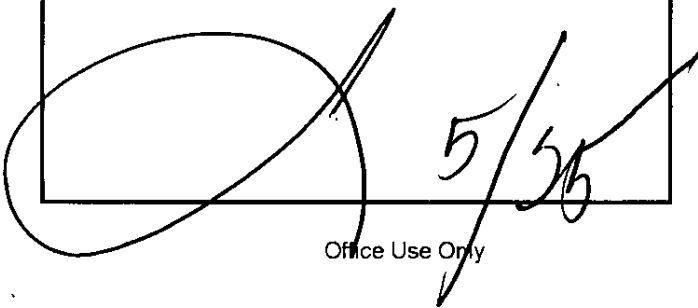
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(Business Entity Name)

(Document Number)

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06 MAY 24 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Madison Avenue Securities, 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:

Martin W. McNees

(Name of Person)

Madison Avenue Securities, Inc.

(Firm/Company)

10731 Treena St. Suite 201

(Address)

San Diego, CA 92131

(City/State and Zip code)

For further information concerning this matter, please call:

Martin W. McNees

(Name of Person)

at ( 858 ) 357-2922

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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.

1. Madison Avenue Securities, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware

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

3. 71-0987804

(FEI number, if applicable)

4. 05/05/2005

(Date of incorporation)

5. Perpetual

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

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10731 Treena St. Suite 201, San Diego, CA 92131

(Principal office address)

10731 Treena St. Suite 201, San Diego, CA 92131

(Current mailing address)

8. General Securities Broker-Dealer

(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 NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Dr., Suite 4

Weston, Florida 33331 (City) (Zip code)

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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.

[Handwritten signature of Paul J. Hagan]

Paul J. Hagan, Assistant Secretary

(Registered agent's signature)

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: None

Address: \_\_\_\_\_

Vice Chairman: None

Address: \_\_\_\_\_

Director: Ismael Manzanares, Jr.

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

Director: Michael Midlam

Address: 9715 Businesspark Ave., San Diego, CA 92131

**B. OFFICERS**

President: Ismael Manzanares, Jr.

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

Vice President: Jane Sinclair

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

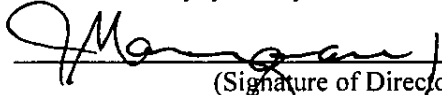
Secretary: Jane Sinclair

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

Treasurer: Constance Knapp

Address: 10731 Treena St. Suite 201, San Diego, CA 92131

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

13.  \_\_\_\_\_  
(Signature of Director or Officer listed in number 12 of the application)

14. Ismael Manzanares, Jr, President & CEO  
(Typed or printed name and capacity of person signing application)

Madison Avenue Securities, Inc.  
Officers and Directors

**Officers:**

Ismael Manzanares, Jr., President  
and CEO  
10731 Treena Street  
Suite 201  
San Diego, CA 92131

Jane Sinclair, Vice President,  
Corporate Secretary  
10731 Treena Street  
Suite 201  
San Diego, CA 92131

Constance Knapp, Treasurer  
10731 Treena Street  
Suite 201  
San Diego, CA 92131

**Directors:**

Ismael Manzanares, Jr.  
10731 Treena Street  
Suite 201  
San Diego, CA 92131

Stephanie Akerstrom  
Asset Marketing Systems, LLC  
9715 Businesspark Ave.  
San Diego, CA 92131

Michael Midlam  
Asset Marketing Systems, LLC  
9715 Businesspark Ave.  
San Diego, CA 92131

Leslie L. Durland  
2519 Old Darby Road  
Darby, MT 59829

Colin Fort  
1053 Passiflora Ave.  
Leucadia, CA 92024

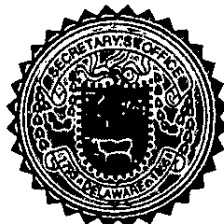
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MADISON AVENUE SECURITIES, 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 ELEVENTH DAY OF APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MADISON AVENUE SECURITIES, INC." WAS INCORPORATED ON THE FIFTH DAY OF MAY, A.D. 2005.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4661822

DATE: 04-11-06