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State of Idaho

Department of State

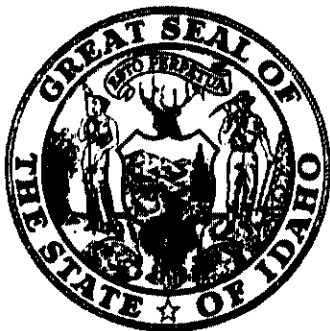
CERTIFICATE OF AUTHORITY OF

LEGEND CAPITAL CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LEGEND CAPITAL CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to LEGEND CAPITAL CORPORATION to transact business in this State under the name LEGEND CAPITAL CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 4, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

Debi Shewell

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Legend Capital Corporation
2. The name which it shall use in Idaho is _____
- (To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of New York
4. The date of its incorporation is 2/27/69 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 630 Johnson Avenue, Suite 7, Bohemia, New York 11716
6. The address to which correspondence should be addressed, if different from that in Item 5. 3920 RCA Blvd., Suite 2004, Palm Beach Gardens, FL 33410
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
broker-dealer in securities

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Philip C. Restino	Director	3920 RCA Blvd., #2004, Palm Bch Gardens, FL
Mark J. Spinello	Dir & President	3920 RCA Blvd., #2004, Palm Bch Gardens, FL
Scott H. Rippe	Dir, VP & Treas	3920 RCA Blvd., #2004, Palm Bch Gardens, FL
Walter L. McBay	Director	3920 RCA Blvd., #2004, Palm Bch Gardens, FL
Glenn T. Ferris	VP & Secretary	3920 RCA Blvd., #2004, Palm Bch Gardens, FL
Edward J. Baum	Vice President	3920 RCA Blvd., #2004, Palm Bch Gardens, FL

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 1/30/92

Legend Capital Corporation

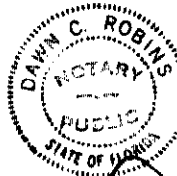
(Corporation name)

By [Signature] Mark J. Spinello
 its President/Vice President (please specify)
 and [Signature] Glenn T. Ferris
 its Secretary/Assistant Secretary (please specify)

STATE OF Florida)
) ss:
 COUNTY OF Palm Beach)

I, Dawn C. Robins, a notary public, do hereby certify that on
 this 30th day of January, 19 92, personally appeared before
 me Mark J. Spinello, who being by me first duly sworn, declared that (s)he
 is the President & Director of Legend Capital Corporation

that (s)he signed the foregoing documents as President of the corporation and that
 the statements therein contained are true.



COMM. EXP. AUGUST 8, 1994
 BONDED THRU
 GENERAL INSURANCE
 UNDERWRITERS

[Signature]
 Dawn C. Robins

Notary Public

State of New York }
Department of State } ss:

I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

LEGEND CAPITAL CORPORATION

the certificate of incorporation of which corporation was filed

February 27, 1969, under the name of

P. & I. EQUITIES, INC., with perpetual duration,

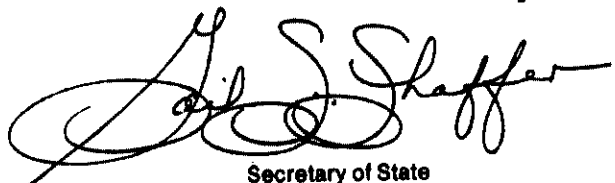
A Certificate of Amendment of P. & I. EQUITIES, INC., changing name to P. & I. EQUITIES CORPORATION, filed November 12, 1973.

A Certificate of Amendment of P. & I. EQUITIES CORPORATION, changing name to LEGEND CAPITAL CORPORATION, filed January 18, 1990

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and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal of the
Department of State at the City of
Albany, this 10th day
of January one thousand
nine hundred and ninety-two


Secretary of State