

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

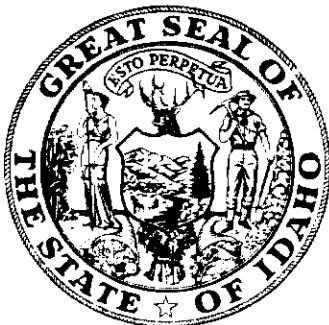
WALL STREET FINANCIAL GROUP, INC.

File number C 122690

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed 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 transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: February 6, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sheryl Blum

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows -6 AM 10:46

1. The name of the corporation is WALL STREET FINANCIAL GROUP, INC.
STATE OF IDAHO
2. The name which it shall use in Idaho is Wall Street Financial Group, Inc.
3. It is incorporated under the laws of NEW YORK
4. Its date of incorporation is APRIL 8, 1992
5. The address of its principal office is 95 ALLENS CREEK ROAD, EXECUTIVE SQUARE, BLDG 1
ROCHESTER, NY 14618
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is 200 North 23rd Street, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: JANUARY 13, 1998

WALL STREET FINANCIAL GROUP, INC.

(Corporation name)

By

[Signature]

Its

PRESIDENT

(specify capacity of signer)

Customer Acct # :

IDAHO SECRETARY OF STATE

(if using pre-printed form)

02/06/1998 09:00
CK: 1588 CT: 25695 BH: 79855

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WALL STREET FINANCIAL GROUP

i n c o r p o r a t e d

Member NASD, SIPC

98 FEB -6 AM 10:46

SEC. OF STATE
STATE OF CALIF.

February 4, 1998

David Clarke
Corporate Agents
1013 Centre Road
P.O. Box 1281
Wilmington, DE 19899

Dear David:

This letter is in response to your request for the names and addresses of all the officers and directors for Wall Street Financial Group, Inc.

At the present time, the only officer and director of Wall Street Financial Group, Inc. is its president, Todd G. Everts, CFS. Mr. Everts resides at 267 Oxford Street, Apt. 805, Rochester, NY 14607.

If you need any further information, please do not hesitate to contact me at 716-442-7560. Thank you for all of your cooperation in this matter.

Sincerely,

Susan L. Kankaras
Operations Manager

State of New York
Department of State

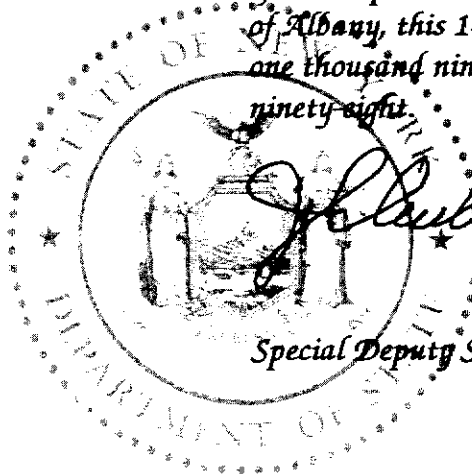
ss:

98 FEB -6 AM 10:46

I hereby certify, that the certificate of incorporation of WALL STREET FINANCIAL GROUP, INC. was filed on 04/08/1992, under the name of PERFECT SMILE INCORPORATED, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment PERFECT SMILE INCORPORATED, changing name to WALL STREET FINANCIAL GROUP, INC., was filed 12/03/1993.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of January
one thousand nine hundred and
ninety eight.



Special Deputy Secretary of State

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