

State of Idaho

Department of State

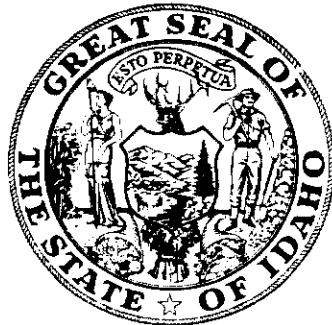
CERTIFICATE OF AUTHORITY OF

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 Shelly D. Lewis

WALL STREET FINANCIAL GROUP

incorporated
Member NASD, SIPC

98 FEB -6 AM 10:46
SUSAN L. KANKARAS
STATE OF NEW YORK

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 no hesitate to contact me at 716-442-7560. Thank you for all of your cooperation in this matter.

Sincerely,

Susan L. Kankaras
Operations Manager

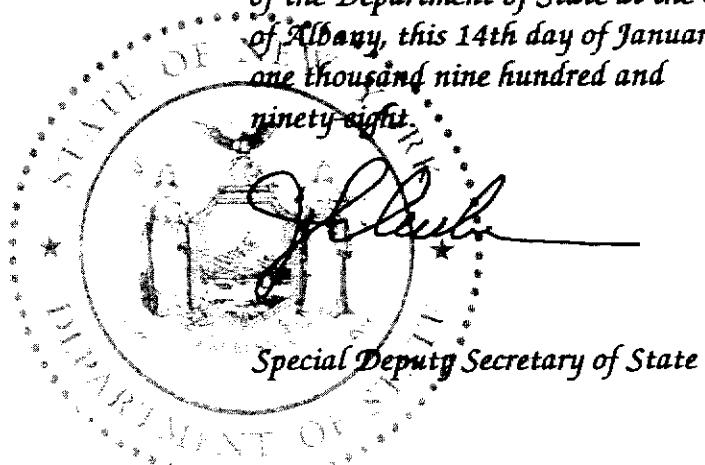
State of New York } ss:
Department of State

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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.



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