

State of Idaho

Office of the Secretary of State

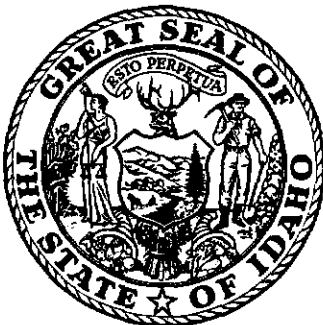
**CERTIFICATE OF AUTHORITY
OF
AMERICAN PORTFOLIOS ADVISORS, INC.**

File Number C 189921

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 and attach hereto a duplicate of the application for such certificate.

Dated: January 31, 2011



Ben Yursa

SECRETARY OF STATE

By *Sherry Dalmer*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 JAN 31 AM 8:32

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
American Portfolios Advisors, Inc.
2. The name which it shall use in Idaho is: American Portfolios Advisors, Inc
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 03/21/2001
5. The address of its principal office is:
4250 Veterans Memorial Highway Ste 420E Holbrook, NY 11741
6. The address to which correspondence should be addressed, if different from item 5, is:
4250 Veterans Memorial Highway Ste 420E Holbrook, NY 11741
7. The street address of its registered office in Idaho is: 1201 N. Liberty # 917 Boise, ID 83706
and its registered agent in Idaho at that address is: Record Search America, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>Tom Wirtshafter</u>	<u>President</u>	<u>4250 Veterans Memorial Highway Ste 420E</u>
<u>Thomas LoManto</u>	<u>Vice- President</u>	<u>4250 Veterans Memorial Highway Ste 420E</u>
<u>Melissa Grappone</u>	<u>Secretary</u>	<u>4250 Veterans Memorial Highway Ste 420E</u>
<u>Lon Dolber</u>	<u>Director</u>	<u>4250 Veterans Memorial Highway Ste 420E</u>
_____	_____	_____
_____	_____	_____

Dated: 01/24/2011

Signature:

Typed Name: Melissa Grappone

Capacity: Secretary
[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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form\appforcert\authority_profit.pmd
Revised 06/2005

IDAHO SECRETARY OF STATE
01/31/2011 05:00
CK: 2023 CT: 254926 BH: 1257669
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Web Form

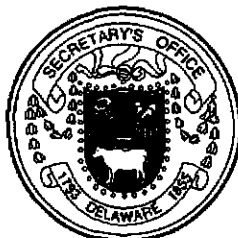
C189921

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN PORTFOLIOS ADVISORS, 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 SIXTEENTH DAY OF DECEMBER, A.D. 2010.



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101197231

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8433436

DATE: 12-16-10