

State of Idaho

Office of the Secretary of State

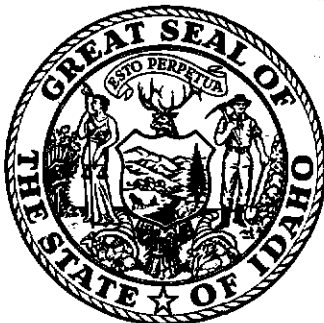
**CERTIFICATE OF AUTHORITY
OF
AMERICAN PORTFOLIOS FINANCIAL SERVICES, INC.**

File Number C 189902

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 Ysursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 JAN 31 AM 8:21

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

SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is:
American Portfolios Financial Services, Inc.
- The name which it shall use in Idaho is: American Portfolios Financial Services, Inc
- It is incorporated under the laws of: New York
- Its date of incorporation is: 05/22/1990
- The address of its principal office is:
4250 Veterans Memorial Highway Ste 420E Holbrook, NY 11741
- The address to which correspondence should be addressed, if different from item 5, is:
4250 Veterans Memorial Highway Ste 420E Holbrook, NY 11741
- 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.
- 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>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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forms\appforauthority_profit.pmd
Revised 08/2005

IDAHO SECRETARY OF STATE
01/31/2011 05:00
CK: 5534 CY: 254974 BH: 1257835
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Web Form

C189902

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of AMERICAN PORTFOLIOS FINANCIAL SERVICES, INC. was filed on 05/22/1990, under the name of TRIAD FINANCIAL INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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 an existing corporation.

A Certificate of Amendment TRIAD FINANCIAL INC., changing its name to AMERICAN PORTFOLIOS FINANCIAL SERVICES, INC., was filed 07/30/2001.

The Biennial Statement is past due.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 16th day of December two
thousand and ten.*

A handwritten signature in black ink, appearing to read "Neil A. ...", is written over a faint circular outline.

First Deputy Secretary of State