

# State of Idaho

## Department of State

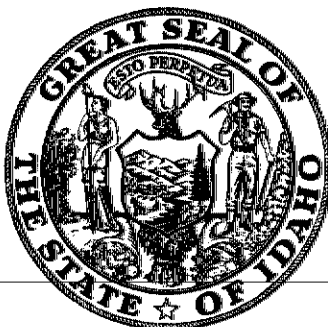
### CERTIFICATE OF AUTHORITY OF

FIRST ALLIED SECURITIES, INC.  
File number C 111818

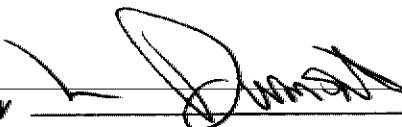
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FIRST ALLIED SECURITIES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation 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 FIRST ALLIED SECURITIES, INC. to transact business in this State under the name FIRST ALLIED SECURITIES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 25, 1995



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By  \_\_\_\_\_

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

AUG 25 9 36 AM '95

SECRETARY OF STATE  
STATE OF IDAHO

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 FIRST ALLIED SECURITIES, INC.
2. The name which it shall use in Idaho is FIRST ALLIED SECURITIES, INC.  
(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 3/30/93 and the period of its duration, if other than perpetual, is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is 200 PARK AVENUE, 24th FLOOR, NEW YORK, NY 10016
6. The address to which correspondence should be addressed, if different than item 5, is 750 "B" STREET, SUITE 1630, SAN DIEGO, CA 92101
7. The street address of its proposed registered office in Idaho is 200 NORTH 23RD STREET, BOISE, ID 83702, and the name of its proposed registered agent in Idaho at that address is CORPORATION SERVICE COMPANY

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

GENERAL SECURITIES BROKER DEALER

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State  
Division of Corporations  
P.O. Box 83720  
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE

8/25/95 9:00:00 AM  
Customer # 49049  
IVC960010338 16384  
CORP CERT AUTHORITY PROFIT

1 @ 100.00 = 100.00

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1 @ 20.00 = 20.00

CORPORATION EXPEDITED SUR CHARGE

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

| Name            | Office         | Address                                         |
|-----------------|----------------|-------------------------------------------------|
| PETER SHEIB     | CEO/CHAIRMAN   | 200 PARK AVENUE, 24TH FLOOR, NEW YORK, NY 10168 |
| AND PRESIDENT   |                |                                                 |
| SHERWOOD LARKIN | CFO            | 200 PARK AVENUE, 24TH FLOOR, NEW YORK, NY 10168 |
| ADAM ANTONIADES | SECRETARY      | 750 "B" STREET, SUITE 1630, SAN DIEGO, CA 92101 |
| PAUL FITZGERALD | VICE PRESIDENT | 200 PARK AVE, 24th FLOOR, NEW YORK, NY 10016    |
| LARRY PINE      | VICE PRESIDENT | 750 B STREET, SUITE 1630, SAN DIEGO, CA 92101   |
|                 |                |                                                 |
|                 |                |                                                 |
|                 |                |                                                 |

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: JUNE 6, 1995

FIRST ALLIED SECURITIES, INC.

(Corporation name)

By

Peter Sheib

PETER SHEIB/PRES

(Its President/Vice President (please specify))

and

Adam AntoniaDES

ADAM ANTONIADES/SEC

(Its Secretary/Assistant Secretary (please specify))

STATE OF California ) ss:

COUNTY OF San Diego )

I, Rita Gualtier

this 6<sup>th</sup> day of June, 19 95, personally appeared before

me Peter Sheib, who being by me first duly sworn, declared that (s)he

is the PRESIDENT of FIRST ALLIED SECURITIES, INC.

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

Rita Gualtier



Notary Public

**State of New York** | **ss:**  
**Department of State**

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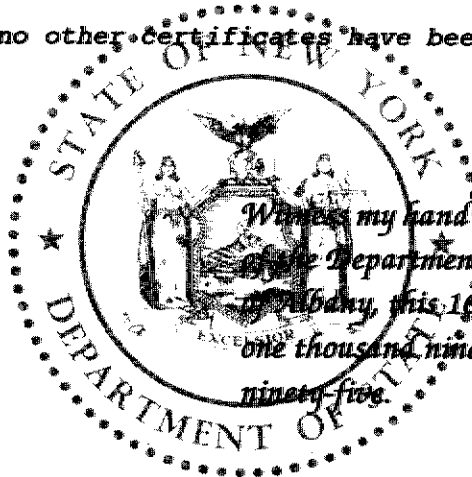
I hereby certify, that the certificate of incorporation of **FIRST ALLIED SECURITIES, INC.** was filed on 03/30/1993, under the name of **ARGENT CAPITAL GROUP, INC.**, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and 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. I further certify that I find the following:

A Certificate of Amendment was filed on 03/16/1994.

A Certificate of Amendment **ARGENT CAPITAL GROUP, INC.**, changing name to **ACG, INC.**, was filed 12/09/1994.

A Certificate of Amendment **ACG, INC.**, changing name to **FIRST ALLIED SECURITIES, INC.**, was filed 12/27/1994.

I further certify, that no other certificates have been filed by such corporation.



Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 16th day of May  
one thousand nine hundred and  
ninety-five.

*Alexander F. Trenchard*

Secretary of State

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