

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
FIRST ALLIED SECURITIES, INC.**

File Number C 176901

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 29, 2008



Ben Yursa

SECRETARY OF STATE

By

A large, stylized handwritten signature of Ben Yursa, written in black ink, positioned over a horizontal line.

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

08 JAN 29 PM 12:49
SECRETARY OF STATE
STATE OF IDAHO

FILED EFFECTIVE

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

- The name of the corporation is:
FIRST ALLIED SECURITIES, INC.
- The name which it shall use in Idaho is: FIRST ALLIED SECURITIES, INC.
- It is incorporated under the laws of: NEW YORK
- Its date of incorporation is: 3/30/93
- The address of its principal office is:
655 W. Broadway, 11th Floor, San Diego CA 92101
- The address to which correspondence should be addressed, if different from item 5, is:
same
- The street address of its registered office in Idaho is: 200 North 23rd Street, Boise ID 83702
and its registered agent in Idaho at that address is: CORPORATION SERVICE COMPANY
- The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
<u>Adam Antoniadis</u>	<u>President, Director</u>	<u>655 W. Broadway, San Diego CA 92101</u>
<u>Robert Moses</u>	<u>VP, Secretary, Director</u>	<u>565 Fifth Avenue, 20th Flr., NY NY 10017</u>
<u>Robert Milburn</u>	<u>CFO</u>	<u>655 W. Broadway San Diego CA 92101</u>
<u>Tiy L. O'Neal</u>	<u>COO</u>	<u>655 W. Broadway, San Diego CA 92101</u>
<u>Shannon Condra</u>	<u>VP, Asst. Sec.</u>	<u>655 W. Broadway, San Diego CA 92101</u>

Dated: 8/13/07Signature: Tiy L. O'NealTyped Name: Tiy L. O'NealCapacity: COO

(The signer must be a director or an officer of the corporation.)

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corporate\corp
form\app\cert\authority_prof1.jmd
Revised 05/2005

Web Form

IDAHO SECRETARY OF STATE
01/29/2008 05:00
CK: 6007 CT: 68988 BH: 1097047
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C176901

State of New York
Department of State } ss:

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 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 ARGENT CAPITAL GROUP, INC., changing its name to ACG, INC., was filed 12/09/1994.

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



WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 22nd day of January two
thousand and eight.

[Signature]
Special Deputy Secretary of State