

AB 2/16/06

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III

SEC FILE NUMBER  
8-50205

FACING PAGE  
Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING JANUARY 1, 2005 AND ENDING DECEMBER 31, 2005  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: FLORIDA ATLANTIC SECURITIES CORP.

OFFICIAL USE ONLY  
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

TWO DATRAN CENTER, 9130 SOUTH DADELAND BLVD., SUITE 1704

(No. and Street)

MIAMI

FLORIDA

33156

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

JOSE R. FERNANDEZ

(305) 670-9250

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

ROTH, JONAS, MITTELBERG, LEVY & HARTNEY, CPA's, P.A.

(Name - if individual, state last, first, middle name)

8370 WEST FLAGLER STREET, SUITE 125, MIAMI,

FLORIDA

33144

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

Certified Public Accountant

Public Accountant

Accountant not resident in United States or any of its possessions.

PROCESSED  
MAR 22 2006  
THOMSON  
FINANCIAL

SEC MAIL RECEIVED  
FEB 14 2006  
WASH. D.C. 209 SECTION

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2).

SEC 1410 (06-02)

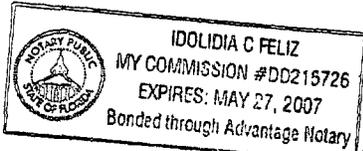
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Handwritten signature/initials

OATH OR AFFIRMATION

I, ALAN PAREIRA, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of FLORIDA ATLANTIC SECURITIES CORP., as of DECEMBER 31, 2005, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

NONE



[Signature]  
Notary Public

[Signature]

Signature

CEO

Title

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

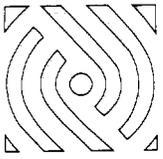
\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

FLORIDA ATLANTIC SECURITIES CORP.

FINANCIAL STATEMENTS

DECEMBER 31, 2005

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ROTH, JONAS, MITTELBERG,  
LEVY & HARTNEY, CPA's, P.A.

ROBERT ROTH, CPA

PETER F. JONAS, CPA

RICKEY I. MITTELBERG, CPA

ERIC LEVY, CPA

JOHN C. HARTNEY, CPA

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ROBERT N. PERLESS, CPA  
RETIRED

February 2, 2006

## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors  
Florida Atlantic Securities Corp.

We have audited the accompanying statement of financial condition of Florida Atlantic Securities Corp. as of December 31, 2005, and the related statements of operations, stockholders' equity, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with United States generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above, present fairly in all material respects, the financial position of Florida Atlantic Securities Corp. as of December 31, 2005, and the results of its operations and its cash flows for the year then ended, in conformity with United States generally accepted accounting principles.

Our examination was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules 1, 2 and 3 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 of the Securities and Exchange Commission. Such information has been subject to the auditing procedures applied in the examination of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

***ROTH, JONAS, MITTELBERG, LEVY & HARTNEY, CPA's, P.A.***

ROTH, JONAS, MITTELBERG, LEVY & HARTNEY, CPA's, P.A.

FLORIDA ATLANTIC SECURITIES CORP.

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2005

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ASSETS

CURRENT ASSETS

Cash in Banks and on Hand	\$ 199,742	
Trading Securities Owned, All Marketable at Quoted Market, Original Cost - \$2,099,882	2,340,507	
Accounts Receivable, No Reserve Required	3,276,127	
Prepaid Expenses	<u>8,363</u>	
Total Current Assets		\$ 5,824,739

OTHER ASSETS

Lease Security Deposit	\$ 4,359	
Property and Equipment, at Cost, Net of Accumulated Depreciation of \$18,072	<u>-</u>	
Total Other Assets		<u>4,359</u>

TOTAL ASSETS

\$ 5,829,098

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LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts Payable -		
Securities Sold, Not Yet Purchased,		
at Market Value, Original Sales Price - \$ 59,602	\$ 59,160	
Due to Correspondent Broker	2,040,280	
Due to Others	7,809	
Accrued Salaries, Commissions, and Other		
Expenses	<u>256,587</u>	
 Total Current Liabilities		 <u>\$ 2,363,836</u>

COMMITMENTS AND CONTINGENCIES

STOCKHOLDERS' EQUITY

Common Stock - \$.01 Par Value; Voting Shares,		
Class A; Authorized - 2,000,000 Shares;		
Issued - 280,000 Shares	\$ 2,800	
Common Stock - \$.01 Par Value; Non-Voting Shares,		
Class B; Authorized - 1,000,000 Shares; No Shares		
Outstanding	-	
Additional Paid-In Capital	241,588	
Retained Earnings	<u>3,220,874</u>	
 Total Stockholders' Equity		 <u>3,465,262</u>
 <u>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</u>		 <u><u>\$ 5,829,098</u></u>

Subject to Comments in Attached Letter and Notes to Financial Statements.

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FLORIDA ATLANTIC SECURITIES CORP.STATEMENT OF OPERATIONSFOR THE YEAR ENDED DECEMBER 31, 2005

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<u>REVENUES</u>		\$ 1,977,968
<u>OPERATING EXPENSES</u>		
Salaries, Commissions, and Related Costs	\$ 877,970	
Clearance, Quotation, and Communication Costs	125,935	
Occupancy and Other Rentals	56,312	
Taxes, Other than Income Taxes	4,742	
Other Operating Expenses	<u>59,840</u>	
Total Operating Expenses		<u>1,124,799</u>
<u>PROFIT FROM OPERATIONS</u>		\$ 853,169
<u>INTEREST EXPENSE</u>		<u>-</u>
<u>PROFIT BEFORE INCOME TAXES</u>		\$ 853,169
<u>PROVISION FOR INCOME TAXES</u>		<u>-</u>
<u>NET PROFIT</u>		<u>\$ 853,169</u>

No Provision for Income Taxes has been provided as the Company and its stockholders' have elected "Subchapter S" status, whereby the Company does not pay Federal or State corporate taxes on its taxable income, but instead the stockholders are liable for individual taxes on their respective share of the corporation's taxable income.

Subject to Comments in Attached Letter and Notes to Financial Statements.

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FLORIDA ATLANTIC SECURITIES CORP.  
STATEMENT OF STOCKHOLDERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2005

	<u>Class A</u> <u>Common Stock</u>		<u>Class B</u> <u>Common Stock</u>		<u>Additional</u> <u>Paid-in</u> <u>Capital</u>	<u>Retained</u> <u>Earnings</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>		
Balance - January 1, 2005	271,250	\$ 2,713	-	\$ -	\$ 201,090	\$ 2,617,705
Issuance of 8,750 Class A Common Shares	8,750	87	-	-	40,498	-
Distribution to Shareholders	-	-	-	-	-	(250,000)
Net Profit for the Period	-	-	-	-	-	853,169
Balance - December 31, 2005	<u>280,000</u>	<u>\$ 2,800</u>	<u>-</u>	<u>\$ -</u>	<u>\$ 241,588</u>	<u>\$ 3,220,874</u>

Subject to Comments in Attached Letter and Notes to Financial Statements.

FLORIDA ATLANTIC SECURITIES CORP.STATEMENT OF CASH FLOWSFOR THE YEAR ENDED DECEMBER 31, 2005OPERATING ACTIVITIES

Net Profit	\$ 853,169
Adjustments to Reconcile Net Profit to Net Cash Provided by (Used In) Operating Activities:	
Depreciation and Amortization	-
Decrease in Unrealized Gain on Trading Securities Owned, Marketable and Not Readily Marketable	33,200
Decrease in Unrealized (Loss) on Trading Securities Sold, Not Yet Purchased	(28,988)
Changes in Operating Assets and Liabilities:	
Increase in Accounts Receivable	(660,164)
Increase in Trading Securities Owned, at Cost	(447,979)
Decrease in Trading Securities Sold, Not Yet Purchased, at Cost	(46,041)
Decrease in Trading Securities Owned, Not Readily Marketable, at Cost	20,934
Decrease in Prepaid Expenses	2,197
Increase in Due to Correspondent Broker	473,086
Increase in Accounts Payable and Accrued Expenses	<u>82,189</u>

NET CASH PROVIDED BY OPERATING ACTIVITIES

\$ 281,603

FINANCING ACTIVITIES

Distribution to Shareholders	\$ (250,000)
Issuance of 8,750 shares of Class A Common Stock	<u>40,585</u>

NET CASH USED IN FINANCING ACTIVITIES(209,415)INCREASE IN CASH

\$ 72,188

CASH AT BEGINNING OF YEAR127,554CASH AT END OF YEAR\$ 199,742SUPPLEMENTAL CASH FLOW DISCLOSURES

Interest Paid	<u>\$ -</u>
Income Taxes Paid	<u>\$ -</u>

Subject to Comments in Attached Letter and Notes to Financial Statements.

FLORIDA ATLANTIC SECURITIES CORP.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2005

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NOTE 1 - SUMMARY OF ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed in the preparation of the financial statements. The policies are based on United States generally accepted accounting principles.

Organization and Business - The Company was incorporated under the laws of the State of Florida on April 16, 1997, for the purpose of selling investment products and securities and other services related to investment advisement, money management, or other business services.

Customers, Broker-Dealers, Trading Inventory and Investment Balances - The Company is a registered broker-dealer and maintains its accounts on a settlement date basis; however, the accompanying financial statements are prepared on a trade date basis. The Company is an introducing broker, and as such, clears all transactions through a correspondent broker which carries all customer and company accounts and maintains physical custody of customer and company securities.

All securities are valued at quoted market price and unrealized gains and losses are included in revenues from firm and investment trading. The Company does not own any restricted securities at December 31, 2005.

Property, Equipment, and Related Depreciation - Depreciation of property and equipment is provided by the straight-line method of depreciation at a rate calculated to amortize the cost of the assets over their estimated useful lives. The lives used in computing depreciation and amortization is as follows:

	<u>Years</u>
Furniture and Equipment	5

The costs of maintenance and repairs of property and equipment are charged to expense as incurred. Costs of renewals and betterments are capitalized in the property accounts. When properties are replaced, retired, or otherwise disposed of, the cost of such properties and accumulated depreciation are deducted from the asset and depreciation reserve accounts. The related profit or loss, if any, is recorded in income.

FLORIDA ATLANTIC SECURITIES CORP.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2005

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NOTE 1 - SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Income Taxes - For income tax purposes, the Company accounts for all trading securities owned on a market value basis.

No provision for income taxes has been provided as the Company and its stockholders have elected "Subchapter S" status, whereby the Company does not pay Federal and State corporate taxes on its taxable income, but instead the stockholders are liable for individual taxes on their respective share of the corporation's taxable income.

Use of Estimates - The financial statements have been prepared in conformity with United States generally accepted accounting principles and, as such, include amounts based on informed estimates and judgments of management with consideration given to materiality. Actual results could differ from those estimates.

NOTE 2 - NET CAPITAL RULE

As a broker-dealer registered with the Securities and Exchange Commission, the Company must comply with the provisions of the Commission's "Net Capital" rules, which provide that "aggregate indebtedness", as defined, shall not exceed 15 times "Net Capital", as defined, and the "Net Capital", shall not be less than \$100,000. At December 31, 2005, the Company's "Net Capital" was substantially in excess of its minimum requirement.

NOTE 3 - COMMITMENTS AND CONTINGENCIES

The Company entered into a lease commencing December 1, 2002 for its office space in Miami, Florida. This lease expires on January 31, 2006.

Minimum rentals under this lease, not including possible increases for operating expenses, are as follows:

Year Ended December 31

2006	<u>\$ 4,950</u>
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The Company is currently in negotiations with its landlord to renew their lease.

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FLORIDA ATLANTIC SECURITIES CORP.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2005

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NOTE 4 - REVENUES

A breakdown of the Revenues earned for the year ended December 31, 2005 is as follows:

Commissions	\$ 1,549,309
Administrative Fees	160,435
Firm and Investment Trading	47,689
Interest, Dividends, and Other	<u>220,535</u>
	<u>\$ 1,977,968</u>

NOTE 5 - ACCOUNTS RECEIVABLE

A breakdown of the Net Accounts Receivable as of December 31, 2005 is as follows:

Due from Correspondent Broker	\$ 3,085,198
Due from Others	180,006
Dividends and Interest	<u>10,923</u>
	<u>\$ 3,276,127</u>

The amount Due From Correspondent Broker primarily represents funds in a cash account as part of the funds on deposit supporting the trading, investing and underwriting activities of the Company.

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FLORIDA ATLANTIC SECURITIES CORP.  
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1  
OF THE SECURITIES AND EXCHANGE COMMISSION  
AS OF DECEMBER 31, 2005

NET CAPITAL

Total Stockholders' Equity		\$ 3,465,262	
Add: Liabilities Subordinated to Claims of General Creditors		-	<u>                    </u>
Total Capital and Allowable Subordinated Loans		\$ 3,465,262	
Less (Add): Non-Allowable Assets and Other Deductions (Credits):			
1. Net Property and Equipment	\$ -		
2. Accounts and Loans Receivable	180,006		
3. Securities Non-Readily Marketable	-		
4. Prepaid Expenses	8,363		
5. Lease Security Deposit	4,359		
6. Fidelity Bond Deductible	5,000		
7. Market Value of Short Covered Options	(17,425)		
8. Market Value of Optioned Stock in Excess of Option Exercise Price	<u>4,450</u>	<u>184,753</u>	
Net Capital Before Haircuts on Security Positions		\$ 3,280,509	
Haircuts on Securities, Computed, where Applicable, Pursuant to 15c3-1(f):			
1. Trading and Investment Securities:			
a. Exempted Securities	\$ 15,902		
b. Debt Securities	60,068		
c. Options	-		
d. Other Securities	<u>196,770</u>	<u>272,740</u>	
Net Capital		<u>\$ 3,007,769</u>	

NOTE - There are no significant differences in the computation of adjusted net capital between the unaudited broker-dealer focus report and the audited annual report.

FLORIDA ATLANTIC SECURITIES CORP.

COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1

OF THE SECURITIES AND EXCHANGE COMMISSION

AS OF DECEMBER 31, 2005

AGGREGATE INDEBTEDNESS

Items Included in Statement of Financial Condition

Accounts Payable	\$ 7,809
Accrued Salaries, Commissions, and Other Expenses	<u>256,587</u>
Total Aggregate Indebtedness	<u>\$ 264,396</u>

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum Net Capital Required (6 2/3 Percent of Total Aggregate Indebtedness)	<u>\$ 17,626</u>
Minimum Net Capital Requirement	<u>\$ 100,000</u>
Excess Net Capital (Net Capital Less Net Capital Required)	<u>\$ 2,907,769</u>
Excess Net Capital at 1,000 Percent	<u>\$ 2,981,329</u>
Percentage of Aggregate Indebtedness to Net Capital	<u>8.79%</u>

COMPUTATION OF ALTERNATE NET CAPITAL REQUIREMENT

Non-Applicable

FLORIDA ATLANTIC SECURITIES CORP.

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED

TO CLAIMS OF GENERAL CREDITORS

FOR THE YEAR ENDED DECEMBER 31, 2005

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Balance, Beginning of Year	\$ -
Additions	-
Decreases	<u>-</u>
Balance, End of Year	<u><u>\$ -</u></u>

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FLORIDA ATLANTIC SECURITIES CORP.

INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS

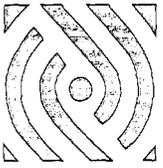
UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION

AS OF DECEMBER 31, 2005

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The Company claims an exemption from Rule 15c3-3 under Section (k) (2) (ii) in that all customer transactions clear through another broker-dealer on a fully disclosed basis. The clearing firm is National Financial Services, LLC., a wholly owned subsidiary of Fidelity Brokerage Co.

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ROTH, JONAS, MITTELBERG,  
LEVY & HARTNEY, CPA's, P.A.

ROBERT ROTH, CPA

PETER F. JONAS, CPA

RICKEY I. MITTELBERG, CPA

ERIC LEVY, CPA

JOHN C. HARTNEY, CPA

Independent Auditor's Report on Internal  
Accounting Control Required by SEC Rule 17a-5

ROBERT N. PERLESS, CPA  
RETIRED

Board of Directors  
Florida Atlantic Securities Corp.

In planning and performing our audit of the financial statements and supplemental schedules of Florida Atlantic Securities Corp. (the Company), for the year ended December 31, 2005, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by rule 17a-13.
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.
3. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by rule 15c3-3.

The management of the Company is responsible for establishing and maintaining a system of internal accounting control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgements by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with United States generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including control activities for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2005 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the New York Stock Exchange, Inc., or other designated regulatory organizations and other regulatory agencies that rely on rule 17a-5 (g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specific parties.

*ROTH, JONAS, MITTELBERG, LEVY & HARTNEY, CPA's, P.A.*

ROTH, JONAS, MITTELBERG, LEVY & HARTNEY, CPA's, P.A.

Miami, Florida

February 2, 2006