

CT CORPORATION SYSTEM

CORPORATION(S) NAME

M010000001335

E&Y Corporate Finance LLC

0

☐ Profit
☐ Nonprofit
☐ Foreign

☐ Amendment
☐ Dissolution/Withdrawal
☐ Reinstatement

☐ Merger
☐ Mark
☐ Other
☐ Change of RA
☐ UCC
☐ CUS

☐ Limited Partnership
☒ LLC
☒ Certified Copy

☐ Annual Report
☐ Name Registration
☐ Fictitious Name
☐ Photocopies

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call If Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/13/01

Order#: 4521308

300004417973--4

-06/13/01--01070--002

Ref#: ****155.00 ****155.00

Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

APPROVED
AND
FILED

01 JUN 13 AM 11:42 DEPARTMENT OF STATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32301 JUN 13 PM 12:29

TO ALL AGENTS
SUFFICIENCY OF FILING

W01-13536

**JB
6-14-01
9**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2001

CT CORPORATION SYSTEM

SUBJECT: E&Y CORPORATE FINANCE LLC
Ref. Number: W01000013536

We have received your document for E&Y CORPORATE FINANCE LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Trevor Brumbley
Document Specialist

Letter Number: 501A00036297

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. E&Y Corporate Finance LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-2977627
(FEI number, if applicable)
4. August 10, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Effective date: July 1, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 725 South Figueroa Street,
Los Angeles, California 90017-5418
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

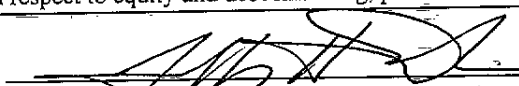
(please see attached listing)

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TALLAHASSEE, FLORIDA

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To provide corporate finance
advisory services, with respect to equity and debt financing, purchases and sales of businesses, divestitures and business
valuations.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jeffrey H. Dworken, on behalf of Ernst & Young U.S. LLP, Member

Typed or printed name of signee

E&Y Corporate Finance LLC

**Application By Foreign Limited Liability
Company for Authorization to Transact Business in Florida
(continue)**

9. The usual business addresses of the managing members or managers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James W. Carter	500 Woodward Avenue, Ste. 1700 Detroit, Michigan 48226
Peter H. Griffith	725 S. Figueroa Street Los Angeles, CA 90017
Thomas Todd Lankford	101 North Tryon Street, Ste. 1100 Charlotte, NC 28246
Kenneth B. Lee	3200 Beechleaf Court, Ste. 1700 Raleigh, NC 27601
Peter M. Schwab	233 S. Wacker Drive Chicago, IL 60606
Charles K. White	1133 Avenue of the Americas New York, NY 10036

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

_____ E&Y Corporate Finance LLC _____

2. The name and the Florida street address of the registered agent are:

_____ CT Corporation System _____

NAME

_____ 1200 South Pine Island Road _____

Florida street address (P. O. Box NOT ACCEPTABLE)

_____ Plantation _____

FL

33324

CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Signature

Filing Fee: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E&Y CORPORATE FINANCE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

APPROVED
AND
FILED

01 JUN 13 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1171596

3272852 8300

010268751

DATE: 06-05-01