

M01 0000001335

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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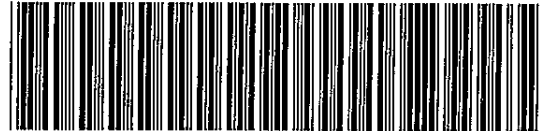
(Business Entity Name)

(Document Number)

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05 JAN 27 AM 10:35

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

05 JAN 27 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 156900 7463332

AUTHORIZATION :

COST LIMIT : \$ 25.00 *Patricia Pigato*

ORDER DATE : January 20, 2005

ORDER TIME : 10:19 AM

ORDER NO. : 156900-020

CUSTOMER NO: 7463332

CUSTOMER: Nina Bilandzic
Shearman & Sterling M&a
599 Lexington Avenue

New York, NY 10022 *File 1st Plan*

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05 JAN 27 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ERNST & YOUNG CORPORATE
FINANCE LLC

XX PROFIT LLC XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

FILED
05 JAN 27 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of
State: ERNST & YOUNG CORPORATE FINANCE LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 06/13/2001

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? 12/01/2004
5. New name of the limited liability company: _____
GIULIANI CAPITAL ADVISORS LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected
and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned
amendment(s), duly authenticated by the official having custody of records in the
jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

Peter N. Schwartz

Typed or printed name of signee

Filing Fee: \$25.00

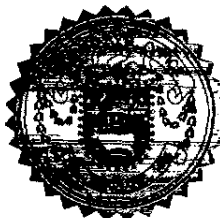
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ERNST & YOUNG CORPORATE FINANCE LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "GIULIANI CAPITAL ADVISORS LLC", THE FIRST DAY OF DECEMBER, A.D. 2004, AT 12:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3272852 8320

AUTHENTICATION: 3640382

050062883

DATE: 01-26-05