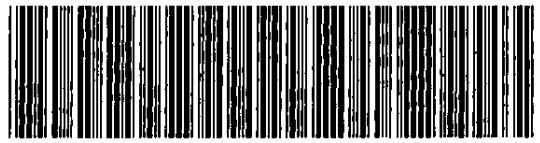


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W1-15109

J. BRYAN
JUN 14 2010
EXAMINER

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



PWG

PRIVATE WEALTH GROUP

March 23, 2010

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

VIA US MAIL

Dear Division of Corporations:

For your review and files, please find the enclosed documents required to register a foreign liability company to transact business in Florida:

- Application – completed in its entirety
- Delaware Certificate of Formation
- Check made payable to the Florida Department of State for the filing fee

Should you have any questions, please do not hesitate to contact our office.

Best regards,

Wendy Doran
Operations Manager

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Liquid Alpha Technologies, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Stephen F. Segundo
Name of Person
Liquid Alpha Technologies, LLC
Firm/Company
100 North Tampa Street, Suite 1910
Address
Tampa, FL 33602
City/State and Zip Code
segundo@privatewealthgroup.com
E-mail address: (to be used for future annual report notification)

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10 JUN 11 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Stephen F. Segundo at (813) 226-1900
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 26, 2010

WENDY DORAN
PRIVATE WEALTH GROUP
100 NORTH TAMPA STREET, SUITE 1910
TAMPA, FL 33602

SUBJECT: LIQUID ALPHA TECHNOLOGIES, LLC
Ref. Number: W10000015109

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10 JUN 11 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LIQUID ALPHA TECHNOLOGIES, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 210A00007488



PWG

PRIVATE WEALTH GROUP

June 11, 2010

Mr. Joey Bryan
Regulatory Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

VIA US MAIL

Dear Mr. Bryan:

Thank you again for your patience while we waited for the Certificate of Good Standing from the State of Delaware. Unfortunately, it did take longer than 60 days, as was indicated during our call on May 25, 2010.

For your review and files, please find the attached required documents:

- Request Letter from the Florida Department of State;
- Certificate of Formation – the original document that was received from the State of Delaware;
- Certificate of Good Standing – the original document, as requested.

Should you have any questions or need anything further, please do not hesitate to contact our office.

Best regards,

Wendy Doran
Operations Manager

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10 JUN 11 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. Liquid Alpha Technologies, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware 3. 27-1055360
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 09/10/2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

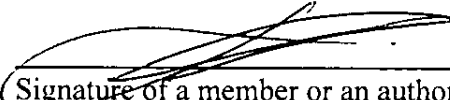
7. 100 North Tampa Street, Suite 1910
Tampa, FL 33602
(Street Address of Principal Office)

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

9. The name and usual business addresses of the managing members or managers are as follows:
Stephen F. Segundo
100 North Tampa Street, Suite 1910
Tampa, FL 33602

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: Development of
algorithmic trading systems for the financial services industry and any other lawful purpose


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.)

Stephen F. Segundo, Managing Member
Typed or printed name of signee

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JUN 11 PM 2:47
CLERK OF STATE
TALLAHASSEE, FL 32399-0400

**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:

Liquid Alpha Technologies, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

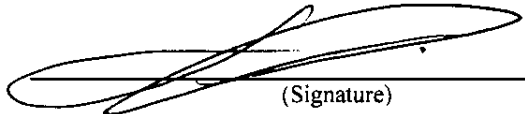
Stephen F. Segundo
(Name)

100 North Tampa Street, Suite 1910
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tampa FL 33602
City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIQUID ALPHA TECHNOLOGIES, 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 TENTH DAY OF MAY, A.D. 2010.

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10 JUN 11 PM 2:47
SECRETARY OF STATE
DELLA WASSHER, FLORENDA

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AUTHENTICATION:  Jeffrey W. Bullock, Secretary of State

DATE: 05-10-10