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101 Park Avenue
New York, NY 10178-0060
212-309-6000
Fax: 212-309-6273

**Morgan, Lewis
& Bockius LLP**
C O U N S E L O R S A T L A W

Howard L. Meyerson
212-309-6030

April 8, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200002138152--8
-04/09/97--01099--002
****306.25 ****105.00

Re: Kalb, Voorhis & Co. - Certificate of Cancellation
Kalb, Voorhis & Co., LLC - Application to Transact Business

Ladies and Gentlemen:

Kalb, Voorhis & Co., a New York limited partnership, is a foreign limited partnership licensed to do business in Florida. Kalb, Voorhis & Co. has recently converted from a limited partnership to a limited liability company. The name of the limited liability company is "Kalb, Voorhis & Co., LLC".

In connection with the conversion described above, please find enclosed a Certificate of Cancellation for Kalb, Voorhis & Co. (the limited partnership) and an Application for Authorization to Transact Business, an Affidavit of Membership and Contributions and a Certificate of Designation for Kalb, Voorhis & Co., LLC (the limited liability company).

Please find enclosed a check for \$306.25 made payable to the "Florida Department of State" to cover the following fees:

\$52.50	Filing Certificate of Cancellation for the limited partnership
\$52.50	Certified copy of the Certificate of Cancellation
\$52.50	Filing fee for the limited liability company
\$52.50	Filing of Affidavit of Membership and Contributions
\$35.00	Designation of Registered Agent
\$ 8.75	Certificate of Status
\$52.50	Certified copy

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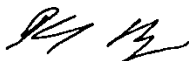
- Page 2

Also enclosed is an original Certificate of Existence for Kalb, Voorhis & Co., LLC.

Please call me at the number indicated above with any questions or comments.

Thank you for your assistance.

Very truly yours,



Howard Meyerson

Enclosure

cc: Robert G. Gutenstein
Charles Peterson

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CERTIFICATE OF CANCELLATION
FOR

Kalb, Voorhis + Co.,

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.174, Florida Statutes, this foreign limited partnership hereby submits this certificate of cancellation in order to cancel its registration with the Florida Department of State.

STATE OF New York

COUNTY OF New York

On this 24th day of March, 1997, Robert G. Gutenstein
personally appeared before me,

☒ who is personally known to me
☐ whose identity I proved on the basis of _____

(x) Robert Gutenstein

Charles R. Peterson
Notary Public Signature

Charles R. Peterson
Notary's Printed Name

CHARLES R. PETERSON
Notary Public, State of New York
No. 31-4983090
Qualified in New York County
Commission Expires June 17, 1997

Seal

My Commission Expires: 6-17-97

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