

FINANCIAL
SQUARE
PARTNERS, L.P.

Robert M. Greenberger
Director of Tax

April 6, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002832577--0
-04/08/99 -01005--001
***105.00 ***105.00

Re: Cowen & Co. Limited

To Whom It May Concern:

Enclosed is a signed Certificate of Cancellation for Cowen & Co. Limited to withdraw and cancel its registration in Florida. The firm sold its broker-dealer business on July 1, 1998 and has not since conducted any business in Florida. It also changed its name to Financial Square Partners, L.P. after the sale.

A check for \$105 in payment of the cancellation fee of \$52.50 and the fee of \$52.50 to obtain a certified copy of the cancellation is attached.

The certificate of amendment filed by Cowen Incorporated in Delaware changing its name to FSP Incorporated and the certificate of limited partnership amending the name of Cowen & Co. to Financial Square Partners, L.P. on July 1, 1998 is attached.

Please address all correspondence to the undersigned. Please contact me should there be any questions.

Please receipt and return the enclosed duplicate of this letter for my files.

Very truly yours,

Robert M

RMG/il
Enclosures

EXPRESS MAIL EE776224002US

Financial Square Partners, L.P.
 % SG Cowen Securities Corporation
 Financial Square 8th Fl., New York, NY 10005
 Tel. 212.495.6008 Fax. 212.495.6952

FILED
99 APR 28 PM 3:59
s,
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-13-99

**CERTIFICATE OF CANCELLATION
FOR**

Cowen & Co. Limited
(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.

FSP Incorporated, General Partner
By: Robert M. Greenberger, Treasurer
(Signature of a General Partner)
FSP Incorporated (formerly known as
Cowen Incorporated
(Typed or Printed name of General Partner Signing Above)

STATE OF New York

COUNTY OF New York

On this 6th day of April, 19 99, Robert M. Greenberger
personally appeared before me,

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

Ilene Levine

Notary Public Signature

ILENE LEVINE
Notary Public, State of New York
No. 01LE4903660
Qualified in Kings County
Commission Expires Aug. 24, 1999

Notary's Printed Name

Seal

My Commission Expires: 8/24/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -8 PM 3:59

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CT-07

980701000761

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF LIMITED PARTNERSHIP OF
COWEN & CO.

UNDER SECTION 121-202 OF THE REVISED LIMITED PARTNERSHIP ACT

COUNSEL: Willkie Farr & Gallagher
Att: Sonia Lee
787 Seventh Avenue
New York, New York 10019

1CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 01 1998
By:

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99 APR -8 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CT-07

**CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF LIMITED PARTNERSHIP OF
COWEN & CO.**

UNDER SECTION 121-202 OF THE REVISED LIMITED PARTNERSHIP ACT

THE UNDERSIGNED, being the general partner of COWEN & CO. hereby certifies:


1. The name of the limited partnership is Cowen & Co.
2. The certificate of limited partnership of the limited partnership was filed with the Department of State on the 17th day of JANUARY, 1992.
3. The certificate of limited partnership of the limited partnership is hereby amended in the following respects:

- a) Paragraph 1 of the certificate of limited partnership, which sets forth the name of the limited partnership is hereby amended to read as follows:

"The name of the limited partnership is Financial Square Partners L.P. (the "Limited Partnership")."

IN WITNESS WHEREOF, the undersigned has made and signed this certificate on this 1 day of JULY, 1998 and affirms the statement contained herein as true under penalties of perjury.

By: COWEN INCORPORATED,
its General Partner


Joseph M. Cohen
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR -8 PM 4: 00

FILED

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COWEN INCORPORATED", CHANGING ITS NAME FROM "COWEN INCORPORATED" TO "FSP INCORPORATED", FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 1998, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED

99 APR -8 PM 4: 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2257458 8100

981256978

AUTHENTICATION:

9174299

DATE:

07-01-98