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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: FRED ALGER & COMPANY, INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ray E. Harris, Senior Legal Assistant 400003338494--8
(Name of Person) -07/27/00--01074--010
*****78.75 *****78.75

Willkie Farr & Gallagher
(Firm/Company)

787 Seventh Avenue
(Address)

New York, NY 10019
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Ray E. Harris at (212) 728-8000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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- ☐ \$70.00 Filing Fee ☒ 78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE
OF FLORIDA.

1. FRED ALGER & COMPANY, INCORPORATED
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-2665689
(FEI number, if applicable)
4. 6/16/70
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist of "perpetual")
6. Have not transacted any business in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One World Trade Center, Suite 9333, New York, NY 10048
(Current mailing address)
8. To engage in a securities business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

C/O CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Patrick A. Nolan
Assistant Secretary

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STATE
TALLAHASSEE, FLORIDA

11 Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Frederick Moulton Alger III

Address: 30 Montgomery Street, Jersey City, NJ 07302

Vice Chairman: N/A

Address: _____

Director: : David Dewey Alger

Address: 30 Montgomery Street, Jersey City, NJ 07302

Director: N/A

Address: _____

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TREASURY, FINANCE, & TAXATION

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: David Dewey Alger

Address: 30 Montgomery Street, Jersey City, NJ 07302

Vice President: Gregory Sigmund Duch

Address: 30 Montgomery Street, Jersey City, NJ 07302

Secretary: N/A


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Address: _____

Treasurer: Gregory Sigmund Duch

Address: 30 Montgomery Street, Jersey City, NJ 07302

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gregory Sigmund Duch, Executive Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRED ALGER & COMPANY, INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JULY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

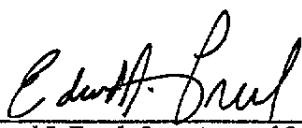
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
HALLMARK BUILDING



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Edward J. Freel, Secretary of State

AUTHENTICATION:

0565527

DATE:

07-18-00