

**F000000004512****TRANSMITTAL LETTER**

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: B. Riley & Company, Inc.  
(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:

Tom Kelleher

(Name of Person)

B. Riley & Company, Inc.

(Firm/Company)

11150 Santa Monica Blvd., Suite 750

(Address)

Los Angeles, CA 90025

(City/State/Zip)

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

Tom Kelleher  
(Name of Person)

at (310) 966-1444

(Area Code & Daytime Telephone Number)

600003334116--9  
-07/24/00--01143--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**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

Enclosed is a check for the following amount:

☐ \$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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

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6P



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 1, 2000

TOM KELLEHER  
B. RILEY & COMPANY, INC.  
1150 SANTA MONICA BLVD., SUITE 750  
LOS ANGELES, CA 90025

SUBJECT: B. RILEY AND CO. INC.  
Ref. Number: W00000018979

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for B. RILEY AND CO. INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The name on your certificate appears exactly as it does in this letter.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 700A00041598

# B. RILEY & COMPANY, INC.

11150 SANTA MONICA BOULEVARD, SUITE 750 LOS ANGELES, CA 90025

TELEPHONE (310) 966-1444 FAX (310) 966-1448

MEMBER NASD & SIPC

August 8, 2000

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

**SUBJECT: B. RILEY AND CO. INC.**

**Ref. Number: W00000018979**

**Letter Number: 700A00041598**

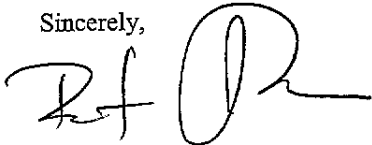
To Whom It May Concern:

Per your request, the following changes were made on our "Application By Foreign Corporation For Authorization To Transact Business In Florida":

- (1) Name of the firm was changed to **B. RILEY AND CO. INC.**
- (2) The firm's Federal Employer Identification number is **95-4592938.**
- (3) The date first transacted business in Florida states "**Upon Qualification.**"

If you have any questions concerning the changes to the application, please call me at (310) 966-1

Sincerely,



Bryant Ibasco  
Operations Manager

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TALLAHASSEE FLORIDA

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. B. RILEY AND CO. INC.

(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. 95-4592938

(FEI number, if applicable)

4. 5/28/97

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11150 Santa Monica Blvd. , Suite 750

Los Angeles, CA 90025

(Current mailing address)

8. Securities Business (Broker / Dealer)

(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: Hugh Hallen

Office Address: 19321A US Highway 19 North

Clearwater

, Florida, 33764

(Zip code)

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 laws and regulations in the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature]

(Registered agent's signature)

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)

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TALLAHASSEE, FLORIDA

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

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: \_\_\_\_\_

Bryant Riley

Address: 11150 Santa Monica Blvd. , Suite 750  
Los Angeles, CA 90025

Vice President: Tom Kelleher

Address: 11150 Santa Monica Blvd. , Suite 750  
Los Angeles, CA 90025

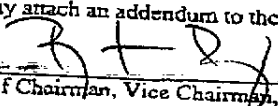
Secretary: Carleen Riley

Address: 11150 Santa Monica Blvd. , Suite 750  
Los Angeles, CA 90025

Treasurer: Carleen Riley

Address: 11150 Santa Monica Blvd. , Suite 750  
Los Angeles, CA 90025

**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. Bryant Riley  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B. RILEY AND CO. INC." 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 SEVENTEENTH DAY OF JULY, A.D. 2000.

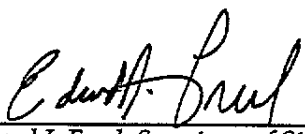
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "B. RILEY AND CO. INC." WAS INCORPORATED ON THE FIFTH DAY OF FEBRUARY, A.D. 1996.

FILED  
00 AUG -9 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0561238

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DATE: 07-17-00