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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

600002840426--1
-04/15/99--01078--013
*****70.00 *****70.00

600002840426--1
-02/12/01--01130--001
***4015.00 ***4015.00

Jefferson & Company, Inc

AL

W99-9012
Pg. 699

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Limited Liability Company
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
- Fictitious Name
- UCC-1 Financing Statement
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 10, 2000

JOHN WILCOX
GEORGESON & COMPANY, INC.
88 PINE ST., WALL STREET PLAZA
NEW YORK, NY 10005

SUBJECT: GEORGESON & COMPANY, INC.
Ref. Number: W99000009012

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TALLAHASSEE, FLORIDA

CERTIFIED MAIL #Z 311 649 613 RETURN RECEIPT REQUESTED

This is the Department of State's third request for information to establish the date GEORGESON & COMPANY, INC. first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that GEORGESON & COMPANY, INC. has transacted business in Florida since January 1, 1994. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$5865.00 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6051.

I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 900A00019619



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 29, 1999

JOHN WILCOX
GEORGESON & COMPANY, INC.
88 PINE ST., WALL STREET PLAZA
NEW YORK, NY 10005

SUBJECT: GEORGESON & COMPANY, INC.
Ref. Number: W99000009012

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for GEORGESON & COMPANY, INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1994. You were notified by letter dated April 15, 1999, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$5865.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6051.

Gretchen Harvey
Document Specialist Supervisor Letter No. 699A00047573

Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 15, 1999

CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32310

SUBJECT: GEORGESON & COMPANY, INC.
Ref. Number: W99000009012

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for GEORGESON & COMPANY, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that GEORGESON & COMPANY, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$5865.00.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 699A00019326



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 2, 2001

RE: Georgeson & Company, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1994 of \$1015.00 and foreign non-qualified penalties of \$3000.00 assessed at the statutory minimum of \$500.00 per year. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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. Georgeson & Company, 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. 13-3017455
(FEI number, if applicable)

4. March 25, 1980
(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 817.156, F.S.))

7. Wall Street Plaza, 88 Pine Street, New York, New York 10005
(Current mailing address)

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TALLAHASSEE, FLORIDA

8. General Business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Conne Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: John Wilcox

Address: Wall Street Plaza, 88 Pine Street

New York, New York, 10005

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Georgeson & Company, Inc.**

1. William Crane
Wall Street Plaza, 88 Pine Street
New York, New York 10005
2. Paul Henar
Wall Street Plaza, 88 Pine Street
New York, New York 10005
3. Kay DeAngelis
Wall Street Plaza, 88 Pine Street
New York, New York 10005
4. John Wilcox
Wall Street Plaza, 88 Pine Street
New York, New York 10005
5. Pam Meistrich
Wall Street Plaza, 88 Pine Street
New York, New York 10005
6. Eric Bornstein
Wall Street Plaza, 88 Pine Street
New York, New York 10005

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TALLAHASSEE, FLORIDA

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Georgeson & Company, Inc.**

1. William Crane, Chief Executive Officer
Wall Street Plaza, 88 Pine Street
New York, New York 10005
2. Paul Henar, Chief Financial Officer
Wall Street Plaza, 88 Pine Street
New York, New York 10005
3. John Wilcox, Chairman
Wall Street Plaza, 88 Pine Street
New York, New York 10005
4. John Purcell, General Counsel and Corporate Secretary
Wall Street Plaza, 88 Pine Street
New York, New York 10005
5. Pam Meistrich, Chief Operating Officer
Wall Street Plaza, 88 Pine Street
New York, New York 10005

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TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

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

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

14. JOHN PURCELL CORPORATE SECRETARY
(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 "GEORGESON & COMPANY, 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 FOURTEENTH DAY OF APRIL, A.D. 1999.

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
TALLAHASSEE, FLORIDA



0889383 8300

991145317

Edward J. Freel
Edward J. Freel, Secretary of State

9685591

AUTHENTICATION:

DATE:

04-14-99