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UCC FILING & SEARCH SERVICES, INC.
 15 East Park Avenue
 Tallahassee, Florida 32301
 (904) 681-0228

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March 12, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Winthrop, Stimson, Putnam & Roberts Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 MAR 12 AM 10:11
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 NOT INTENDED
 TO ACKNOWLEDGE
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 TALLAHASSEE, FLORIDA

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Handwritten signature/initials

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.

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1. Winthrop, Stimson, Putnam & Roberts 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. New York
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. February 23, 2001
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 15, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One Battery Park Plaza, New York, NY 10004
c/o Pillsbury Winthrop LLP
(Current mailing address)

8. To engage in any lawful act or activity
(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: NRAI Services, Inc.
Office Address: 526 East Park Avenue
Tallahassee, Florida, 32301
(Zip code)

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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.

NRAI Services, Inc.

Busemahlogis Asst Secretary
(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)

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

Chairman: John F. Pritchard

Address: c/o Pillsbury Winthrop LLP
One Battery Park Plaza, New York, NY 10004

Vice Chairman: N/A

Address: _____

Director: Michael P. Schumaecker

Address: c/o Pillsbury Winthrop LLP
One Battery Park Plaza, New York, NY 10004

Director: Robin L. Spear

Address: c/o Pillsbury Winthrop LLP
One Battery Park Plaza, New York, NY 10004

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

President: Michael P. Schumaecker

Address: c/o Pillsbury Winthrop LLP
One Battery Park Plaza, New York, NY 10004

Vice President: N/A

Address: _____

Secretary: Robin L. Spear

Address: c/o Pillsbury Winthrop LLP
One Battery Park Plaza, New York, NY 10004

Treasurer: N/A

Address: _____

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

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

14. Robin L. Spear - Secretary
(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of WINTHROP, STIMSON, PUTNAM & ROBERTS INC. was filed on 02/23/2001, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of March
two thousand and one.*

Special Deputy Secretary of State

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