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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

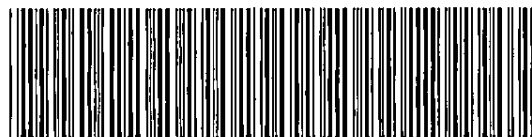
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/31/2019

Merger/CC

DEC 23 2019

I ALBRITTON

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 12/20/2019
Acc#I20160000072

en: c DW

Name:	LADENBURG THALMANN ANNUITY INSURANCE SERVICES LLC
Document #:	
Order #:	12492283

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
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Document _____
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Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 90.00

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Highland Capital Brokerage, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Rhonda Padgett

Contact Person

Highland Capital Brokerage, Inc.

Firm/Company

3535 Grandview Parkway, Suite 600

Address

Birmingham, Alabama 35243

City, State and Zip Code

rpadgett@highland.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rhonda Padgett

at (205) 263-9213

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CR2E080 (2/14)

Articles of Merger
For
Florida Limited Liability Company

EFFECTIVE DATE
12/31/2019

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Highland Capital Brokerage, Inc.	Delaware	Corporation
Ladenburg Thalmann Annuity Insurance Services LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Highland Capital Brokerage, Inc.	Delaware	Corporation

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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TALLAHASSEE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

11:59:59 p.m. Eastern Time on December 31, 2019

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

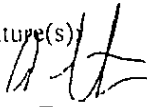
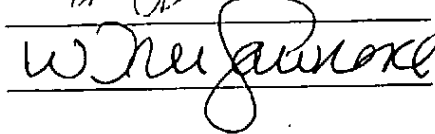
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Highland Capital Brokerage, Inc.

Ladenburg Thalmann Annuity Insurance Services LLC

Signature(s)

Typed or Printed
Name of Individual:

Anthony Lancaster, Senior VP

W. Drew Lawrence, Senior VP

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Highland Capital Brokerage, Inc., a Delaware corporation (the "Surviving Corporation"), and the name of the limited liability company to be merged into this Surviving Corporation is Ladenburg Thalmann Annuity Insurance Services LLC, a Florida limited liability company (the "Merging Limited Liability Company").

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and the Merging Limited Liability Company.

THIRD: The name of the surviving corporation is Highland Capital Brokerage, Inc.

FOURTH: The merger shall become effective at 11:59:59 p.m. Eastern Time on December 31, 2019.

FIFTH: The Agreement of Merger is on file at 3535 Grandview Pkwy, #600, Birmingham, Alabama 35243, the place of business of the Surviving Corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized officer this 19th day of December 2019.

HIGHLAND CAPITAL BROKERAGE, INC.

By: W. Drew Lawrence

Name: W. Drew Lawrence

Title: Executive Vice President & CFO