



# F02000002175

ACCOUNT NO. : 072100000032

REFERENCE : 508024 4307980

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 70.00

ORDER DATE : April 2, 2002

ORDER TIME : 11:23 AM

ORDER NO. : 508024-005

CUSTOMER NO: 4307980

CUSTOMER: Valarie Wells, Legal Assistant  
Wilmer, Cutler & Pickering  
2445 M Street, N.w.

Washington, DC 20037

BK

RECEIVED  
02 MAY - 1 PM 12:01  
DEPARTMENT OF STATE  
DIVISION OF CORRECTIONS  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: UBS INTERNATIONAL INC.

600005416786--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: \_\_\_\_\_

**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

FILED  
MAY 1 PM 3:54  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. UBS International 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. 30-0015266

(FEI number, if applicable)

4. December 19, 2001

(Date of incorporation)

5. perpetual

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

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 101 Park Avenue New York, NY 10178

(Principal office address)

same

(Current mailing address)

8. To provide investment and advisory services.

(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: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee

(City)

, Florida 32301

(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 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.*

**Corporation Service Company**



(Registered agent's signature)

Louise B. Smith, Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS See attached addendum to the application

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

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

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

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

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

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

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

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

B. OFFICERS See attached addendum to the application

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

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

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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. T. Ronald Toothaker Chief Legal Officer and Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
02 MAY - 1 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Addendum to UBS International Inc. Application by Foreign Corporation for  
Authorization to Transact Business**

**Names and business addresses of officers and/or directors:**

**DIRECTORS**

Director: Christopher Rowland  
Address: 101 Park Avenue, New York, NY 10178

Director: T. Ronald Toothaker  
Address: 101 Park Avenue, New York, NY 10178

Director: Rudy H.R. Suter  
Address: 101 Park Avenue, New York, NY 10178

Director: Ricardo Gonzalez  
Address: 101 Park Avenue, New York, NY 10178

**OFFICERS**

President and Chief Executive Officer: Rudy H.R. Suter  
Address: 101 Park Avenue, New York, NY 10178

U.S. Divisional President: Ricardo Gonzalez  
Address: 101 Park Avenue, New York, NY 10178

Chief Financial Officer: Michael Quinn  
Address: 101 Park Avenue, New York, NY 10178

Head of Operations: Kevin Ferguson  
Address: 101 Park Avenue, New York, NY 10178

Co-Head of Marketing: Rudolf Burri  
Address: 101 Park Avenue, New York, NY 10178

Chief Legal Officer and Secretary: T. Ronald Toothaker  
Address: 101 Park Avenue, New York, NY 10178

**FILED**  
02 MAY -1 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of New York } ss:  
Department of State

I hereby certify, that the Certificate of Incorporation of UBS INTERNATIONAL INC. was filed on 12/19/2001, 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.

FILED  
02 MAY - 1 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 01st day of April  
two thousand and two.

Special Deputy Secretary of State