

F02000002411

TRANSMITTAL LETTER

FILED
2002 MAY 13 PM 12:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: COUTTS SECURITIES 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:

700005259027--3
-04/15/02--01006--001
*****78.75 *****78.75

VIRIATO A. VILLAMIL
(Name of Person)

COUTTS SECURITIES INC.

(Firm/Company)

701 BRICKELL AVENUE, SUITE 2300,

(Address)

MIAMI, FL. 33131

(City/State and Zip code)

700005259027--3
-05/06/02--01011--030
***1150.00 ***1150.00

For further information concerning this matter, please call:

VIRIATO A. VILLAMIL

(Name of Person)

at (305) 789-3701

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

W02-10762
J. BRYAN APR 17 2002
J. BRYAN MAY 15 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 17, 2002

VIRIATO A. VILLAMIL
701 BRICKELL AVE., STE. 2300
MIAMI, FL 33131

SUBJECT: COUTTS SECURITIES INC.
Ref. Number: W02000010762

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TALLAHASSEE, FLORIDA

We have received your document for COUTTS SECURITIES INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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/uniform business 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/uniform business report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 802A00022835



Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

COUTTS SECURITIES INC.
Suite 2300
701 Brickell Avenue
Miami, Florida 33131
Telephone 305 789 3701
Facsimile 305 347 7224

April 29, 2002

Re: Taxpayer Identification Number: 13-3801758
Your letter Number: 802A00022835

Dear Sir/Madam:

In response to your letter dated April 17, 2002 regarding our "Application by Foreign Corporation for Authorization to Transact Business in Florida", we apologize for the non-compliance with the Statute 607-1501 and notified your Department before we started doing business in the State of Florida on June 13, 2001. Therefore, we accepted your penalties and fees for the year 2001 due to our misunderstanding and we enclosed our cheque No. 01542 in the amount of \$1,150.00 based on Statute 607.1502.

Secondly, regarding the name of our Registered Agent we amended our application to comply with the Statute 607.1507 and name an individual residing in the State of Florida, Mr. Leonel Narea as our Registered Agent.

If you need any additional information, please contact me.

Sincerely,

Viriato Villamil
Vice President and Controller

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DIVISION OF CORPORATIONS
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. COUTTS SECURITIES 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 3. 13-3801758
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JANUARY 10, 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JUNE 13, 2001
(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. 701 BRICKELL AVENUE, SUITE 2300, MIAMI, FL 33131
(Principal office address)
- SAME
(Current mailing address)

8. BROKER DEALER SECURITIES
(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: LEONEL NAREA

Office Address: 701 BRICKELL AVENUE, SUITE 2300
MIAMI, Florida 33131
(City) (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.

(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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: HANSPETER BRUNNER

Address: BRANDSCHENKESTRASSE 5, ZURICH, SWITZERLAND

Vice Chairman: RICHARD P. DAINGERFIELD

Address: 101 PARK AVENUE, 10th FLOOR, NEW YORK, NY 10178

Director: LEONEL J. NAREA

Address: 701 BRICKELL AVENUE, SUITE 2300, MIAMI, FL. 33131

Director: KEITH A.D. HARRISON

Address: 701 BRICKELL AVENUE, SUITE 2300, MIAMI, FL. 33131

B. OFFICERS

President: LEONEL J. NAREA

Address: 701 BRICKELL AVENUE, SUITE 2300, MIAMI, FL. 33131

Vice President: _____

Address: _____

Secretary: SIMON BECK

Address: 701 BRICKELL AVENUE, SUITE 2300, MIAMI, FL. 33131

Treasurer: KEITH A.D. HARRISON

Address: 701 BRICKELL AVENUE, SUITE 2300, MIAMI, FL. 33131

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

13. S.P. Beck
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. SIMON BECK, SECRETARY
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Delaware

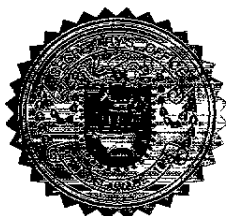
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COUTTS SECURITIES 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 SEVENTH DAY OF FEBRUARY, A.D. 2002.

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.



2468907 8300

020081159

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1601354

DATE: 02-07-02