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SECRETARY OF STATE  
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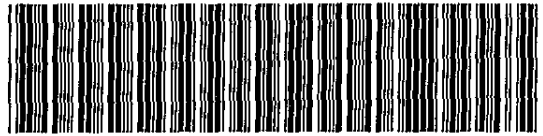
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(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 31, 2003

STEPHEN DETORE  
ONE CORPORATE CENTER  
RYE, NY 10580

SUBJECT: GABELLI & COMPANY, INC.  
Ref. Number: W03000002930

We have received your document for GABELLI & COMPANY, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 503A00006590

TRANSMITTAL LETTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Registration Section  
Division of Corporations

SUBJECT: Gabelli & Company, 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:

Stephen DeTore  
(Name of Person)  
Gabelli & Company, Inc.  
(Firm/Company)  
One Corporate Center  
(Address)  
Rye, NY 10580  
(City/State and Zip code)

For further information concerning this matter, please call:

Stephen DeTore at ( 914 ) 921-5069  
(Name of Person) (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

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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TALLAHASSEE, FLORIDA

1. Gabelli & 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. New York 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/04/1976 5. PERPETUAL  
(Date of incorporation) (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. One Corporate Center, Rye, NY 10580  
(Principal office address)

One Corporate Center, Rye, NY 10580  
(Current mailing address)

8. Securities Broker/Dealer  
(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: Margaret Zeller

Office Address: Gabelli & Co., 249 Royal Palm Way, Plaza Center, Suite 503  
Palm Beach, Florida 33480  
(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.*

Margaret Zeller  
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAMES G. WEBSTER, III FILED  
Address: ONE CORPORATE CENTER 03 FEB 25 AM 10:47  
RYE, NY 10580 SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Director: IRENE SMOLICZ  
Address: ONE CORPORATE CENTER  
RYE, NY 10580

Director: ROBERT ZUCCARO  
Address: ONE CORPORATE CENTER  
RYE, NY 10580

B. OFFICERS

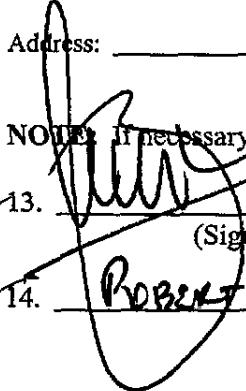
President: JAMES G. WEBSTER, III  
Address: ONE CORPORATE CENTER  
RYE, NY 10580

Vice President: BRUCE N. ALPERT  
Address: ONE CORPORATE CENTER  
RYE, NY 10580

Secretary: JAMES E. MCKEE  
Address: ONE CORPORATE CENTER, RYE, NY 10580

Treasurer: N/A  
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. ROBERT S. ZUCCARO Director  
(Typed or printed name and capacity of person signing application)

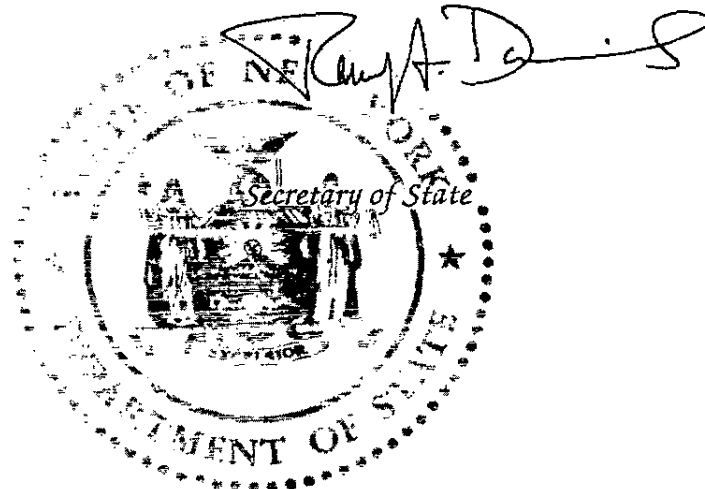
State of New York | ss:  
Department of State

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SECRETARY OF STATE  
PALM BEACH, FLORIDA

I hereby certify, that the Certificate of Incorporation of GABELLI & COMPANY, INC. was filed on 11/04/1976, 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.

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Witness my hand and the official seal of the Department of State at the City of Albany, this 12th day of February two thousand and three.



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