

F030000005491

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(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
CRC  
2/16/10



WithumSmith+Brown, PC  
Certified Public Accountants and Consultants

5 Vaughn Drive  
Princeton, New Jersey 08540 USA  
609 520 1188 . fax 609 520 9882  
www.withum.com

Additional Offices in New Jersey,  
New York, Pennsylvania, Maryland,  
Florida, and Colorado

February 2, 2010

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Sir/Madam,

Please find enclosed Application by Foreign Profit Corporation to File  
Amendment to Application for Authorization to Transact Business in  
Florida along with the required fee in the amount of \$35.00.

Previous Name: WithumSmith+Brown, A Professional Corporation  
New Name: WithumSmith+Brown, PC

No other changes have been made.

Also enclosed for your records is a copy of the New Jersey issued  
Certificate of Good Standing.

Should you require any additional information or have any questions,  
please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads 'Jamie A. Quinn'.

Jamie A. Quinn  
CPE/State Licensing Compliance Coordinator

Enclosures

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WithumSmith+Brown, A Professional Corporation  
Name of Corporation

**DOCUMENT NUMBER:** F03000005491

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jamie Quinn  
Name of Contact Person

WithumSmith+Brown, PC  
Firm/Company

5 Vaughn Drive  
Address

Princeton, NJ 08540  
City/State and Zip Code

jquinn@withum.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jamie Quinn at ( 609 ) 520-1188 ext. 1208  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 10, 2010

JAMIE QUINN  
WITHUMSMITH+BROWN, PC  
5 VAUGHN DRIVE  
PRINCETON, NJ 08540

SUBJECT: WITHUMSMITH + BROWN, A PROFESSIONAL CORPORATION  
Ref. Number: F03000005491

We have received your document for WITHUMSMITH + BROWN, A PROFESSIONAL CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6892.

Tina Roberts  
Regulatory Specialist II

Letter Number: 410A00003396

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F03000005491

(Document number of corporation (if known))

I, WithumSmith+Brown, A Professional Corporation  
(Name of corporation as it appears on the records of the Department of State)

2. New Jersey  
(Incorporated under laws of)

3. 10/31/2003  
(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 26, 2009

5. WithumSmith+Brown, PC  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

**(New jurisdiction)**

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David Springsteen  
(Typed or printed name of person signing)

Shareholder, Vice-President  
(Title of person signing)

FILED  
10 FEB 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING**

**WITHUMSMITH+BROWN, PC**

0000003572

*With the Previous or Alternate Name*

**WITHUM, SMITH & BROWN, P.A. (Previous Name)**

**WITHUM, SMITH & BROWN, A PROFESSIONAL CORPORATION (Previous Name)**

**WITHUMSMITH + BROWN, A PROFESSIONAL CORPORATION (Previous Name)**

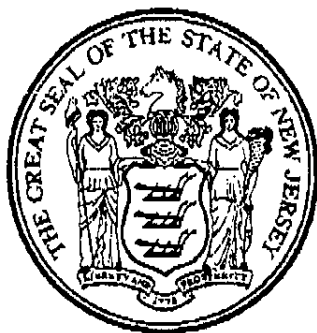
**WITHUMSMITH+BROWN, A PROFESSIONAL CORPORATION. (Previous Name)**

*I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Professional Corporation was registered by this office on March 21, 1974.*

*As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.*

*I further certify that the registered agent and registered office are:*

*Leonard H. Smith  
Withum Smith + Brown  
Princeton, NJ 08540*



Certification# 116181532

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed my  
Official Seal at Trenton, this  
15th day of January, 2010*

*R. David Rousseau  
State Treasurer*

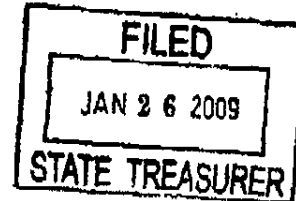
Verify this certificate at  
[https://www1.state.nj.us/TYTR\\_StandingCert/JSP/Verify\\_Cert.jsp](https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp)

01-28-2009 10:02am From: GIORDANO HALLERAM@CIESLA

732-224-8580

T-348 P 002/002 F-808

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
WITHUMSMITH+BROWN,  
A PROFESSIONAL CORPORATION**



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TO: Department of Treasury  
State of New Jersey

This is to certify that the Certificate of Incorporation of WithumSmith+Brown, a Professional Corporation (herein referred to as the "Corporation") which was filed and recorded in the Office of the Secretary of State, State of New Jersey on March 21, 1974 and which was amended by five Certificates of Amendment filed and received on February 9, 2004, December 19, 2000, January 9, 1989, October 6, 1998, and June 23, 2008 is hereby further amended pursuant to the provisions of N.J. Stat. Ann. § 14A:9-4 of the "New Jersey Business Corporation Act", in connection with amending the authorized shares of the Corporation.

**ARTICLE I. NAME OF CORPORATION**

The name of the Corporation is WithumSmith+Brown, a Professional Corporation.

**ARTICLE II. DATE OF ADOPTION AND TEXT OF AMENDMENTS**

The following amendment to the Certificate of Incorporation of WithumSmith+Brown, a Professional Corporation (the "Amendment") was adopted by Unanimous Consent of the Shareholders and Directors of the Corporation in a special meeting that took place on January 13, 2009 and is to be effective upon filing.

Article I of The Certificate of Incorporation is amended to read in its entirety as follows:

The name of the professional corporation is WithumSmith+Brown, PC

**ARTICLE III. APPROVAL OF AMENDMENTS**

A special meeting of the Shareholders and Directors of the Corporation was held on January 13, 2009. The consent of the Directors and Shareholders of the Corporation were unanimous in approving this Amendment.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation and being over the age of twenty-one years, has signed this Certificate this 22<sup>nd</sup> day of January, 2009

WithumSmith+Brown,  
a Professional Corporation

Attest:

  
THOMAS SUAREZ, Secretary

  
BY: IVAN C. BROWN, President

\\ODMA\PCDOCS\GHCDOCS\6705091

Jan 27 2009 09:33am T20090120

Fax: