

FDS000003420

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Laidlaw & Company (UK) Ltd., Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$1,220.00

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6/10/2005

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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. Landau + Company (UK) Ltd., Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "INC.," "CO.," "CORP.," "LTD.," "CO.," or "CORP.")

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

2. United Kingdom 3. 98-0380030
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/29/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will come to exist or "perpetual")

6. 10/26/04
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 41 Dover St., London, U.K. W1S4UK
(Principal office address)

90 Park Avenue, 39 FL, New York, NY 10016
(Current mailing address)

8. broker-dealer and investment banking
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

By: Connie Bryan CONNIE BRYAN
(Registered agent's signature) SPECIAL ASSISTANT SECRETARY

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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert J. BonaventuraAddress: 90 Park Ave., 39 Fl., New York, NY 10016Director: Marc S. KoptikAddress: 90 Park Ave., 39 Fl., New York, NY 10016**B. OFFICERS**President: Robert J. BonaventuraAddress: 90 Park Ave., 39 Fl., New York, NY 10016

Vice President: _____

Address: _____

Secretary: Hackwood SecretariesAddress: One Silk Street, London, U.K. EC2Y8HQTreasurer: Glenn McKeownAddress: 90 Park Ave., 39 Fl., New York, NY 10016

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

X13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)14. Robert J. Bonaventura, President
(Typed or printed name and capacity of person signing application)

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**THE COMPANIES ACT 1985**

Company No. 3870324

The Registrar of Companies for England and Wales hereby certifies that

LADLAW & COMPANY (UK) LTD. (originally called SANDS BROTHERS INTERNATIONAL LIMITED which name was changed by special resolution on 8th November 2004 to LADLAW & COMPANY (UK) LTD.) was incorporated under the Companies Act 1985 as a limited company on 28th October 1999.

According to the documents on the file of the company in the custody of the Registrar of Companies, the company has been in continuous and unbroken existence since the date of its incorporation.

No action is currently being taken by the Registrar of Companies for striking the company off the register or dissolving it as defunct, and as far as the Registrar is aware:

- a) the company is not in liquidation or subject to an administrative order, and
- b) no receiver or manager of the company's property has been appointed.

Given at Companies House, Cardiff the 18th May 2005

SEW
SIMON EVANS

for the Registrar of Companies



Companies House

for the record

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CARDIFF