

F05000005505

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

F05-5505
OK

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: B. Riley + Co. 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:

Tom Kelleher
(Name of Person)
B. Riley + Co. Inc.
(Firm/Company)
11100 Santa Monica Blvd Suite #800
(Address)
Los Angeles, CA 90025
(City/State and Zip code)

For further information concerning this matter, please call:

Tom Kelleher at (310) 966-1444
(Name of Person) (Area Code & Daytime Telephone Number)

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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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 31, 2005

TOM KELLEHER
11100 SANTA MONICA BLVD., STE. 800
LOS ANGELES, CA 90025

SUBJECT: B. RILEY & CO, INC.
Ref. Number: W05000041027

We have received your document for B. RILEY & CO, INC. and your check(s) totaling \$70.00. 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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 605A00054897

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. B. Riley + Co. Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware 3. 95-4592938
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/15/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 11100 Santa Monica Blvd Suite 800, Los Angeles, CA 90025
(Principal office address)

Same as above
(Current mailing address)

8. Equity Research + Sales
(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: Jeremy Nowak

Office Address: 5813 Oxford Moor Blvd
Windermere, Florida 34786
(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.

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

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Bryant Riley

Address: 12710 Marlboro
Brentwood, CA 90049

Vice Chairman: Tom Kelleher

Address: 29646 Ridgeway Drive
Agoura Hills, CA 91301

Director: Carleen Riley

Address: 12710 Marlboro
Brentwood, CA 90049

Director: _____

Address: _____

B. OFFICERS

President: Tom Kelleher

Address: 29646 Ridgeway Drive
Agoura Hills, CA 91301

^{CEO}
Vice President: Bryant Riley

Address: 12710 Marlboro
Brentwood, CA 90049

Secretary: Carleen Riley

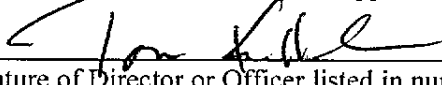
Address: Same as above

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. TOM KELLEHER, PRESIDENT
(Typed or printed name and capacity of person signing application)

Delaware

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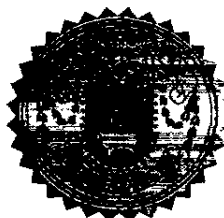
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B. RILEY AND CO. 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 SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "B. RILEY AND CO. INC." WAS INCORPORATED ON THE FIFTH DAY OF FEBRUARY, A.D. 1996.



2588576. 8300

050733786

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4139979

DATE: 09-07-05