

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575**RESUBMIT**Please give original
submission date as file date.**FOREIGN PROFIT/NONPROFIT CORPORATION****DUBIN CLARK & COMPANY, INC.**

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July 3, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: DUBIN CLARK & COMPANY, INC.
REF: W06000029783

RESUBMIT

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FILED STATE
SECRETARY OF CORPORATION
06 JUN 30 PM 1:04
DIVISION OF CORPORATIONAPPLICATION 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. DUBIN CLARK & COMPANY, 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. 13-3253697
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 3, 1991 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing

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

7. 485 West Putnam Avenue, Greenwich, CT 06830
(Principal office address)
- 485 West Putnam Avenue, Greenwich, CT 06830
(Current mailing address)

8. Private equity investments
(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: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company
By: Kimberly B. Moret
(Registered agent's signature)

Kimberly B. Moret
as its agent

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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DIVISION OF CORPORATION
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A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. William H. Dabney, Jr., Vice President

(Typed or printed name and capacity of person signing application)

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DIVISION OF STATE
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DUBIN CLARK & COMPANY, INC.**A. DIRECTORS**

Chairman: Ronald N. Dubin
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Vice Chairman: None
Address:

Director: William H. Dabney, Jr.
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Director: Frank J. Pados, Jr.
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Director: Thomas J. Caracciolo
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Director: Ronald N. Dubin
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Director: J. Thomas Clark
Address: 485 West Putnam Avenue, Greenwich, CT 06830

B. OFFICERS

President: J. Thomas Clark
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Vice President: William H. Dabney, Jr.
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Vice President: Frank J. Pados, Jr.
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Vice President: Thomas J. Caracciolo
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Secretary: Thomas J. Caracciolo
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Treasurer: William H. Dabney, Jr.
Address: 485 West Putnam Avenue, Greenwich, CT 06830

Partner: Brent L. Paris
Address: 256 Royal Tern Road North, Ponte Vedra Beach, FL 32082

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SECRETARY OF STATE
DIVISION OF CORPORATION

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Delaware

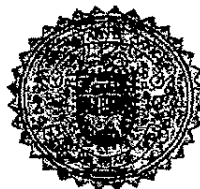
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUBIN CLARK & COMPANY, 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 TWENTY-NINTH DAY OF JUNE, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DUBIN CLARK & COMPANY, INC." WAS INCORPORATED ON THE THIRD DAY OF JUNE, A.D. 1991.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4868277

DATE: 06-29-06

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