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gr 6/27/07

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**COVER LETTER**

07 JUN 25 PM 4:55

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Scott-Macon, Ltd.  
(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:

Kareem D. Bryan

(Name of Person)

Scott-Macon, Ltd.

(Firm/Company)

800 Third Avenue, 16th Fl.

(Address)

New York, NY 10022

(City/State and Zip code)

For further information concerning this matter, please call:

Kareem D. Bryan

(Name of Person)

at ( 212 ) 755-8200

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

New Filing 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  
Division of Corporations

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June 8, 2007

KAREEM D. BRYAN  
800 THIRD AVENUE  
16TH FLOOR  
NEW YORK, NY 10022

SUBJECT: SCOTT-MACON, LTD.  
Ref. Number: W07000027440

We have received your document for SCOTT-MACON, LTD. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION or CORP.

Please return the original and one copy of 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) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 907A00039165

**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. Scott-Macon, Ltd. Corporation  
(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. Delaware 3. 13-2778949  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/4/1973 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. 800 Third Avenue, 16th Floor New York, NY 10022  
(Principal office address)

800 Third Avenue, 16th Floor New York, NY 10022  
(Current mailing address)

8. Provide Investment Banking Services  
(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)

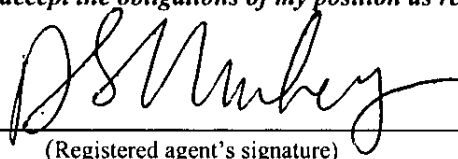
Name: David Wimberly

Office Address: 7643 Gate Parkway Suite 104

Jacksonville, Florida 32256  
(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.

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

**A. DIRECTORS**

Chairman: James A. Carthaus

Address: 800 Third Avenue, 16th Floor  
New York, NY 10022

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

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Alfred L. Scott

Address: 800 Third Avenue, 16th Floor  
New York, NY 10022

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Robert B. Dimmitt

Address: 800 Third Avenue, 16th Floor New York, NY 10022

Treasurer: Alexander L. Scott

Address: 800 Third Avenue, 16th Floor New York, NY 10022

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. Executive Vice President/Secretary

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

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<b>Addendum to Scott Macon Ltd. Foreign Corporation</b>	
<b>Application</b>	
<b>Question# 12</b>	
Robert B. Dimmitt	Executive Vice President
800 Third Avenue, 16th Floor	
New York, NY 10022	
Alexander L. Scott	Senior Vice President
800 Third Avenue, 16th Floor	
New York, NY 10022	
William K. French	Vice President
800 Third Avenue, 16th Floor	
New York, NY 10022	
Jeffrey Tepper	Managing Director
800 Third Avenue, 16th Floor	
New York, NY 10022	
David Wimberly	Managing Director
800 Third Avenue, 16th Floor	
New York, NY 10022	
Allan Benton	Managing Director
800 Third Avenue, 16th Floor	
New York, NY 10022	
Fabian Hassel	Managing Director
800 Third Avenue, 16th Floor	
New York, NY 10022	
Derek Goodman	Managing Director
800 Third Avenue, 16th Floor	
New York, NY 10022	
Nathan Cortright	Managing Director
800 Third Avenue, 16th Floor	
New York, NY 10022	
Timothy Hoffman	Senior Vice President
800 Third Avenue, 16th Floor	
New York, NY 10022	
Patrick Cavanagh	Vice President
800 Third Avenue, 16th Floor	
New York, NY 10022	
Justin Irizarry	Assistant Vice President
800 Third Avenue, 16th Floor	
New York, NY 10022	
Jared Mudge	Assistant Vice President
800 Third Avenue, 16th Floor	
New York, NY 10022	

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# Delaware

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PAGE 1

*The First State*

07 JUN 25 PM 4:55

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "SCOTT-MACON, LTD." 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.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF OCTOBER, A.D. 1973, AT 10 O'CLOCK A.M.

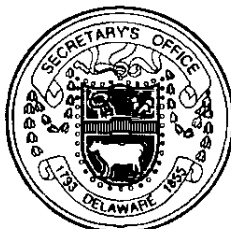
CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF MARCH, A.D. 1977, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF APRIL, A.D. 1986, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "SCOTT-MACON, LTD."

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.



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070507468

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5644474

DATE: 05-02-07