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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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## FOREIGN PROFIT/NONPROFIT CORPORATION

Jefferies &amp; Company, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Help

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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. Jefferies & 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. 95-2622900  
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 07/14/1969 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. 520 Madison Ave., New York, NY 10022  
(Principal office address)

same  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.  
(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: C T 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.*

C T Corporation System

By: M. T. Fitzpatrick  
(Registered agent's signature)

M. T. FITZPATRICK  
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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Richard B. Handler

Address: 520 Madison Ave.

New York, NY 10022

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

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

Director: Brian P. Friedman

Address: 520 Madison Ave.

New York, NY 10022

Director: Peregrine C. Broadbent

Address: 520 Madison Ave.

New York, NY 10022

B. OFFICERS *SEE ATTACHMENT*

President: Richard B. Handler

Address: 520 Madison Ave.

New York, NY 10022

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

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

Secretary: Lloyd H. Feller

Address: 520 Madison Ave., New York, NY 10022

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. Roland T. Kelly, Asst. Secretary

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

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**Attachment to Florida  
Officers & Directors**

- 1    Full Name: Brian P. Friedman  
     Officer/Director: Officer, Director  
     Officer's Title: Chairman, Executive Committee  
     Director's Title: Other Director  
     Business Address: 520 Madison Ave.  
     City: New York  
     State: NY  
     ZIP Code: 10022
- 2    Full Name: Peregrine C. Broadbent  
     Officer/Director: Officer, Director  
     Officer's Title: CFO  
     Director's Title: Other Director  
     Business Address: 520 Madison Ave.  
     City: New York  
     State: NY  
     ZIP Code: 10022
- 3    Full Name: Roland T. Kelly  
     Officer/Director: Officer  
     Officer's Title: MD, Associate GC, Assistant Secretary  
     Director's Title:  
     Business Address: 11100 Santa Monica Blvd.  
     City: Los Angeles  
     State: CA  
     ZIP Code: 90025

# Delaware

*The First State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JEFFERIES & 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-SEVENTH DAY OF FEBRUARY, A.D. 2009.

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

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

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7159348

DATE: 02-27-09