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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

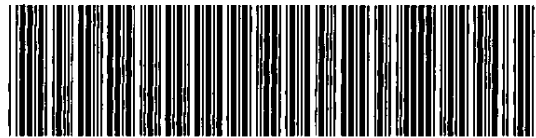
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I. Burch MAR 17 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Asset Transition Management Services, 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:

Jennifer R. Allen

(Name of Person)

Merrill Lynch US Banks

(Firm/Company)

4804 Deer Lake Drive East

(Address)

Jacksonville, FL 32246

(City/State and Zip code)

For further information concerning this matter, please call:

Jennifer Allen

(Name of Person)

at (904) 218-6746

(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

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. Asset Transition Management Services, 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. 26-4372454
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/3/2009 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. 4800 Deer Lake Drive East, Jacksonville, FL 32246
(Principal office address)
4804 Deer Lake Drive East, Jacksonville, FL 32246
(Current mailing address)
8. Asset transition management services to stockbrokers
(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: Barbara A. Burke Barbara A. Burke
(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Please see attached list.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Please 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. Eric R. Billings, Secretary

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

**ASSET TRANSITION MANAGEMENT SERVICES, INC.
BOARD ELECTIONS**

(As of March 3, 2009)

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
William A. Bridy	Director	4800 Deer Lake Drive East, Jacksonville, FL 32246
Scott J. Brady	Director	4800 Deer Lake Drive East, Jacksonville, FL 32246
Colleen A. Daly	Director	4800 Deer Lake Drive East, Jacksonville, FL 32246
James J. Deats	Director	4800 Deer Lake Drive East, Jacksonville, FL 32246
Donald C. Geiszler	Director	4800 Deer Lake Drive East, Jacksonville, FL 32246
Kelley J. Woods	Director	4800 Deer Lake Drive East, Jacksonville, FL 32246

**ASSET TRANSITION MANAGEMENT SERVICES, INC.
OFFICER APPOINTMENTS**

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
William A. Bridy	President	4800 Deer Lake Drive East, Jacksonville, FL 32246
	Vice President, Treasurer, and /Chief Financial Officer	4800 Deer Lake Drive East, Jacksonville, FL 32246
Kelley J. Woods		4800 Deer Lake Drive East, Jacksonville, FL 32246
Scott Brady	Vice President	4800 Deer Lake Drive East, Jacksonville, FL 32246
Eric R. Billings	Secretary	4804 Deer Lake Drive East, Jacksonville, FL 32246

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TALLAHASSEE, FLORIDA

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASSET TRANSITION MANAGEMENT SERVICES, 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 NINTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

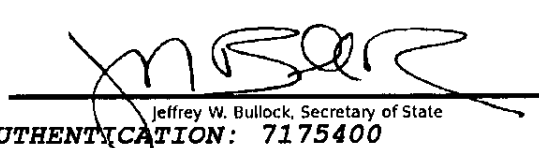
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SECRETARY OF STATE
FALLMASSE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7175400

DATE: 03-09-09