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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 358-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

PKF CAPITAL ADVISORS (US), INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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. PKF Capital Advisors (US), Inc.**(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

(State or country under the law of which it is incorporated)

3. 98-0522003

(FEI number, if applicable)

4. 01/04/2007

(Date of incorporation)

5. Perpetual

(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. 425 California Street #1659, San Francisco, CA 94104**

(Principal office address)

Same as above

(Current mailing address)

**8. Real estate services and any other lawful activities or business for which corporations may be
qualified under Chapter 607 of the Florida statutes**

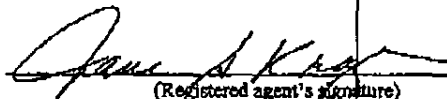
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)Name: **Corporation Service Company**Office Address: **1201 Hays Street****Tallahassee**

(City)

, Florida **32301**

(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)

Jane S. Kraye, Assistant VP

**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:

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A. DIRECTORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Richard R. Lillis
(Signature of Director or Officer listed in number 12 of the application)

14. Richard R. Lillis, Vice President
(Typed or printed name and capacity of person signing application)

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PKF Capital Advisors (US), Inc.

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Addendum to Application for Authorization to Transact Business in Florida
CLERK OF STATE
TALLAHASSEE, FLORIDA

12A DIRECTORS

Name and Business Address of Directors:

Director	Alan Oishi
Address:	200 Granville Street, 19th Floor, Vancouver, BC V6C 2R6
Director	Daniel Spiegel
Address:	2 North LaSalle Street, Suite 800, Chicago, IL 60602
Director	Craig A. Robbins
Address:	865 Figueroa Street, Suite 3500, Los Angeles, CA 90017

12B OFFICERS

Name and Business Address of Officers:

President	Craig A. Robbins
Address:	865 Figueroa Street Suite 3500 Los Angeles, CA 90017
Vice President	Daniel Spiegel
Address:	2 North LaSalle Street, Suite 800, Chicago, IL 60602
Vice President	Robert S. Eaton
Address:	50 California Street, 19th Floor, San Francisco, CA 94111
Vice President	Craig S. Schafer
Address:	2000 Fourth Avenue, Seattle, WA 98121
Vice President	Richard R. Lillis
Address:	1001 Brickell Bay Drive, Suite 2112, Miami, FL 33131
Vice President	Kent Walter Schwarz
Address:	1001 Brickell Bay Drive, Suite 2112, Miami, FL 33131
Vice President:	Susan M. Iggulden
Address:	601 SW Second Avenue, Suite 1950, Portland, OR 97204
Secretary	Amy S. Bhayani
Address:	200 Granville Street, 19th Floor, Vancouver, BC V6C 2R6
Treasurer	Suzanne Bedford
Address:	200 Granville Street, 19th Floor, Vancouver, BC V6C 2R6

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PKF CAPITAL ADVISORS (US), 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-FIFTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PKF CAPITAL ADVISORS (US), INC." WAS INCORPORATED ON THE FOURTH DAY OF JANUARY, A.D. 2007.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7208593

DATE: 03-25-09

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