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

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

FAIRHOLME DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	0
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APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VH

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. Fairholme Distributors, 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. 27-0374248

(FEI number, if applicable)

4. June 12, 2009

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Corporation has not transacted business in Florida prior to filing Application

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

7. 760 Moore Road, King of Prussia, Pennsylvania 19406

(Principal office address)

760 Moore Road, King of Prussia, Pennsylvania 19406

(Current mailing address)

8. Broker-dealer

(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.

Corporation Service Company

By: 

(Registered agent's signature)

Maureen Cullen, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See attached list of officers and directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers and directors

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. T. Thomas Deck, President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors and Officers

Fairholme Distributors, Inc.

Board of Directors

Name	Position	Address
Michael DeNofrio	Director	4400 Computer Drive, Westborough, MA 01581
Nicholas M. Marshl, Jr.	Director	301 Bellevue Parkway, Wilmington, DE 19809
Steven Turowski	Director	301 Bellevue Parkway, Wilmington, DE 19809
T. Thomas Deck	Director	760 Moore Road, King of Prussia, PA 19406
Dennis J. Westley	Director	400 Bellevue Parkway, Wilmington, DE 19809

Officers

Name	Position	Address
T. Thomas Deck	President and Chief Executive Officer	760 Moore Road, King of Prussia, PA 19406
Bruno Di Stefano	Vice President	760 Moore Road, King of Prussia, PA 19406
Susan K. Moscaritolo	Vice President	4400 Computer Drive, Westborough, MA 01581
Mark D. Pinocci	Vice President	760 Moore Road, King of Prussia, PA 19406
Matthew O. Tierney	Treasurer and Chief Financial Officer	760 Moore Road, King of Prussia, PA 19406
Rita Adler	Chief Compliance Officer	301 Bellevue Parkway, Wilmington, DE 19809
Ellen C. Krause	Chief Risk Officer	301 Bellevue Parkway, Wilmington, DE 19809
Jodi Jamison	Chief Legal Officer	301 Bellevue Parkway, Wilmington, DE 19809
Maria C. Schaffer	Controller and Assistant Treasurer	301 Bellevue Parkway, Wilmington, DE 19809
John J. Munera	Anti-Money Laundering Officer	301 Bellevue Parkway, Wilmington, DE 19809
Ronald Berge	Assistant Vice President	760 Moore Road, King of Prussia, PA 19406
Scott A. Thornton	Assistant Secretary and Assistant Clerk	One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222
Dianna A. Stone	Secretary and Clerk	301 Bellevue Parkway, Wilmington, DE 19809

Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRHOLME DISTRIBUTORS, 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-SECOND DAY OF SEPTEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FAIRHOLME DISTRIBUTORS, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JUNE, A.D. 2009.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7539830

DATE: 09-22-09