

Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

Fax Number : (850)617-6381

Account Name : CORPORATION SERVICE COMPANY

Account Number : 120000000195 Phone (850) 521-1000 Fax Number

(850) 558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

FAIRHOLME DISTRIBUTORS, INC.

Certificate of Status	0
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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. Fairholme	Distributors, Inc.			
(Enter name of	corporation; must include "INCORPORATED	o," "company," "corporation,"		
,,,, dui,				
(7.6	11.13.5.721	and and for the surrous of trouscating hypinase	in Florida)	,
•		e adopted for the purpose of transacting business	ш гюна)	
2. Delaware	y under the law of which it is incorporated)	, 27-0374248 (FEI number, if applicable)		
		• • • •		
4. June 12, 20		Perpetual ""	DN	
•	e of incorporation)	(Duration: Year corp. will cease to exist or "p	erpetuar")	
6. Corporation		lorida prior to filing Application		
		in Florida, if prior to registration) 1502, F.S., to determine penalty liability)		
, 760 Moore	Road, King of Prussia, Pennsylva	ania 19406	ÞΩ	9
***************************************	(Principal office ad		ĒΩ	438
760 Moore	Road, King of Prussia, Pennsylva	ania 19406	至	OT (4)
	(Current mailing ad	dress)	었고	22
	_		_ <u>m</u> €	-
8. Broker-dea			<u>–64</u>	ယ့
(Purpose(s) of corporation authorized in home state or c	country to be carried out in state of Florida)	哥哥	Ö
9. Name and stre	et address of Florida registered agent: (P.	O. Box <u>NOT</u> acceptable)	>	-
Name:	Corporation Service Company			
Office Address:	1201 Hays Street			
	Tallahassee	, Florida 32301		
	(City)	(Zip code)		
Haying been nam designated in this further agree to c and I am familian	application, I hereby accept the appoints omply with the provisions of all statutes i with and accept the obligations of my po	ice of process for the above stated corporationent as registered agent and agree to act in relative to the proper and complete performansition as registered agent.	this capaci	ty. I
C	orporation Service Company	// //#		

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.

Maureon Cullen, VP

(Registered agent's signature)

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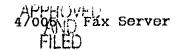
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12. Names and business addresses of officers and/or directors:

SECRETARY OF STATE TALLAHASSEE. FLORIDA

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SECRETARY OF STATE TALLAHASSEE, FLORIDA Directors and Officers

Fairholme Distributors, Inc.

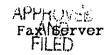
Board of Directors

Name	Position	Address
Michael DeNofrio	Director	4400 Computer Drive, Westborough, MA 01581
Nicholas M. Marsini, 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	760 Moore Road, King of Prussia, PA
	Executive Officer	19406
Bruno Di Stefano	Vice President	760 Moore Road, King of Prussla, 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
	<u> </u>	19406
Matthew O. Tierney	Treasurer and Chief	760 Moore Road, King of Prussia, PA
	Financial Officer	19406
Rita Adler	Chief Compliance	301 Bellevue Parkway, Wilmington, DE
	Officer	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	301 Bellevue Parkway, Wilmington, DE
	Treasurer	19809
John J. Munera	Anti-Money Laundering	301 Bellevue Parkway, Wilmington, DE
	Officer	19809
Ronald Berge	Assistant Vice President	760 Moore Road, King of Prussia, PA
		19406
Scott A. Thornton	Assistant Secretary and	One PNC Plaza, 249 Fifth Avenue,
	Assistant Clerk	Piltsburgh, PA 15222
Dianna A. Stone	Secretary and Clerk	301 Bellevue Parkway, Wilmington, DE
		19809

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Delaware SECRETARY OF STATE

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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AUTHENT CATION: 7539830

DATE: 09-22-09