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Florida Department of State  
Division of Corporations  
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Division of Corporations  
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**FOREIGN PROFIT/NONPROFIT CORPORATION  
GUGGENHEIM PARTNERS LATIN AMERICA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
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TALLAHASSEE, FLORIDA

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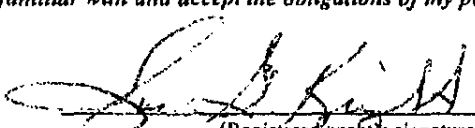
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

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. Guggenheim Partners Latin America, 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. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 2, 2009 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1111 Brickell Avenue, 28th Floor  
(Principal office address)  
  
Miami, FL 33131  
(Current mailing address)
8. To engage in any and all lawful businesses for which corporations may be organized under the laws  
State of Delaware and as permitted under the Florida Business Corporation Act.  
(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, Florida 32301  
(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.*  
  
  
(Registered agent's signature) **Sue G. Knight  
as its agent**
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:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**A. DIRECTORS**

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

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

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

Address: \_\_\_\_\_  
\_\_\_\_\_Director: Brian T. SirAddress: 227 West Monroe Street, Suite 4800Chicago, IL 60606

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_**B. OFFICERS**President: Brian T. SirAddress: 227 West Monroe Street, Suite 4800Chicago, IL 60606

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

Address: \_\_\_\_\_  
\_\_\_\_\_Secretary: Christopher S. AntonowAddress: 227 West Monroe Street, Suite 4800, Chicago, IL 60606

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. Christopher S. Antonow - Secretary

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

# Delaware

*The First State*

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PAGE 1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GUGGENHEIM PARTNERS LATIN AMERICA, 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 NINETEENTH DAY OF NOVEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GUGGENHEIM PARTNERS LATIN AMERICA, INC." WAS INCORPORATED ON THE SECOND DAY OF OCTOBER, A.D. 2009.


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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7651298

DATE: 11-19-09