

**F1000002595**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850)222-1092  
Fax Number : (850)878-5368

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10 JUN -7 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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

**FOREIGN PROFIT/NONPROFIT CORPORATION  
Gleacher & Company, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

**RECEIVED**  
10 JUN -7 PM 3:28  
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TALLAHASSEE FLORIDA

*MRD 6/8*

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Gleacher & Company, 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," or "Certificate of Good Standing" 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:

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip code

\_\_\_\_\_  
NA  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
Name of Person 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.

1. Gleacher & Company, 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

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

3.

(FEI number, if applicable)

4. 05/20/2010

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 1290 Avenue of the Americas, New York, NY 10104

(Principal office address)

same

(Current mailing address)

8. Holding Company for 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: 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:

(Registered agent's signature)

FLORENCE MERCERON VICE PRESIDENT

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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FILED

10 JUN -7 PM 12: 04

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHMENT

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

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

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

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

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

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

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

B. OFFICERS

President: SEE ATTACHMENT

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

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

NOTE: If necessary, you may attach an addendum to this application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. PATRICIA A. ANAERO-CRAIG, SECRETARY

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

**FILED**

**10 JUN -7 PM 12: 04**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**Name, title and address for all officers and directors of the Company:**

**Officers:**

**Eric J. Gleacher  
Chairman and CEO  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Jeffrey H. Kugler  
Acting CFO  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Peter McNierney  
President and COO  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Patricia Arciero-Craig  
General Counsel and Secretary  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Directors:**

**Peter J. McNierney  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Christopher R. Pechock  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Henry S. Bienen  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Robert A. Gerard  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Bruce Rohde  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Mark R. Patterson  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Marshall Cohen  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Robert S. Yingling  
  
1290 Avenue of the Americas  
New York, NY 10104**

**Eric J. Gleacher  
  
1290 Avenue of the Americas  
New York, NY 10104**

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLEACHER & COMPANY, 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 FOURTH DAY OF JUNE, A.D. 2010.

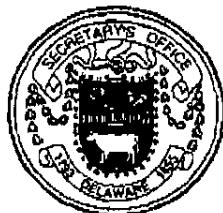
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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10 JUN -7 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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100631126

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: 8036263

DATE: 06-04-10