

ivision of Corporations  
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Page 1 of 1

Florida Department of State  
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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

\*\*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  
CTERA FINANCIAL GROUP, INC.**

Certificate of Status	0
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Page Count	06
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Electronic Filing Menu

Corporate Filing Menu

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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. CETERA FINANCIAL GROUP, 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. 30-0588666

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/29/2009 5. Perpetual

(Date of incorporation) (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. 200 N. Sepulveda Blvd, Suite 1200, El Segundo, CA 90245  
(Principal office address)

same (Current mailing address)

8. Holding Company

(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

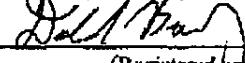
Office Address: 1200 South Pine Island Road

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: 

Donald Broadway, Asst. Secretary

(Registered agent's signature)

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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:

A. DIRECTORS *SEE ATTACHMENT*

Chairman: Donald B. Maron

Address: 375 Park Ave., 11th Floor

New York, NY 10152

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

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

Director: Murk F. Vassallo

Address: 375 Park Avenue, 11th Floor

New York, NY 10152

Director: Stewart K.P. Gross

Address: 375 Park Avenue, 11th Floor

New York, NY 10152

B. OFFICERS *SEE ATTACHMENT*

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

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

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

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

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

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

Treasurer: Mark P. Shelton

Address: 400 First Street South, St. Cloud, MN 56301

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

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

*[Signature]* Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. \_\_\_\_\_

Jon C. Frojen, CFO

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

**Attachment to Florida  
Officers & Directors**

1	Full Name:	Valerie G. Brown
	Officer/Director:	Officer, Director
	Officer's Title:	CEO
	Director's Title:	Other Director
	Business Address:	200 N. Sepulveda Blvd., Ste. 1200
	City:	El Segundo
	State:	CA
	ZIP Code:	90245
2	Full Name:	Jon C. Frojen
	Officer/Director:	Officer
	Officer's Title:	CFO
	Director's Title:	
	Business Address:	200 N. Sepulveda Blvd., Ste. 1200
	City:	El Segundo
	State:	CA
	ZIP Code:	90245
3	Full Name:	Nina S. McKenna
	Officer/Director:	Officer
	Officer's Title:	Gen Csl and Secretary
	Director's Title:	
	Business Address:	200 N. Sepulveda Blvd., Ste. 1200
	City:	El Segundo
	State:	CA
	ZIP Code:	90245
4	Full Name:	John Goselin
	Officer/Director:	Officer
	Officer's Title:	Assistant Secretary
	Director's Title:	
	Business Address:	3100 Cumberland Blvd
	City:	Atlanta
	State:	GA
	ZIP Code:	30327-4390
5	Full Name:	Mark H. Nicholas

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Officer/Director:	Officer
Officer's Title:	Assistant Secretary
Director's Title:	
Business Address:	200 N. Sepulveda Blvd., Ste. 1200
City:	El Segundo
State:	CA
ZIP Code:	90245
6 Full Name:	Greg A. Olson
Officer/Director:	Officer
Officer's Title:	Assistant Secretary
Director's Title:	
Business Address:	400 First Street South
City:	St. Cloud
State:	MN
ZIP Code:	56301
7 Full Name:	Tom W. Rothenbucher
Officer/Director:	Officer
Officer's Title:	Assistant Secretary
Director's Title:	
Business Address:	200 N. Sepulveda Blvd., Ste. 1200
City:	El Segundo
State:	CA
ZIP Code:	90245

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CETERA FINANCIAL GROUP, 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 THIRTEENTH DAY OF MAY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

JEFFREY W. BULLOCK  
SECRETARY OF STATE  
DIVISION OF CORPORATION

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8761685

DATE: 05-13-11