

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: E D & F Man Capital Markets 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:

Thomas A. Hayes Jr., SVP and General Counsel

Name of Person

E D & F Man Capital Markets Inc.

Firm/Company

140 East 45th Street, 42nd Floor

Address

New York, New York 10017

City/State and Zip code

us-legal@edfmancapital.com

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

For further information concerning this matter, please call:

Thomas A. Hayes Jr. at (212) 618-2878

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. E D & F Man Capital Markets 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. New York

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

3. 13-4012624

(FEI number, if applicable)

4. January 10, 1952

(Date of incorporation)

5. Perpetual

(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. 140 East 45th Street, 42nd Floor, New York, New York 10017

(Principal office address)

2255 Glades Road, Suite 324A, Boca Raton, Florida 33431

(Current mailing address)

8. Any lawful purpose

(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: Chad K. Lang, Meyer Moser Lang LLP

Office Address: 2525 Ponce de Leon Boulevard, Suite 625

Coral Gables, Florida 33134
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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.

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

A. DIRECTORS

Chairman: Peter J. McCarthy

Address: 140 East 45th Street, 42nd Floor
New York, New York 10017

Vice Chairman: _____

Address: _____

Director: Donald S. Galante

Address: 140 East 45th Street, 42nd Floor
New York, New York 10017

Director: Brent P. Posner

Address: 140 East 45th Street, 42nd Floor
New York, New York 10017

B. OFFICERS

President: Peter J. McCarthy

Address: 140 East 45th Street, 42nd Floor
New York, New York 10017

Vice President: _____

Address: _____

Secretary: Thomas A. Hayes Jr.

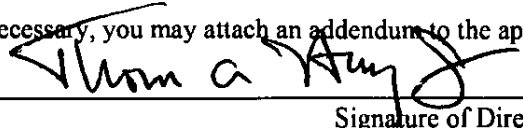
Address: 140 East 45th Street, 42nd Floor, New York, New York 10017

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

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. Thomas A. Hayes Jr., SVP, General Counsel and Secretary

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

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E D & F MAN CAPITAL MARKETS INC.

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

OFFICERS AND DIRECTORS

New York Office: 140 East 45th Street, 42nd Floor
New York, New York 10017

Chicago Office: 440 South LaSalle Street, Suite 1850
Chicago, Illinois 60605

DIRECTORS

Peter J. McCarthy New York Office
Donald S. Galante New York Office
Brent P. Posner New York Office

OFFICERS

Peter J. McCarthy	President and CEO	New York Office
Donald S. Galante	EVP and COO	New York Office
Brent P. Posner	VP and Deputy COO	New York Office
Matthew J. Levinson	SVP and CFO	New York Office
Thomas A. Hayes Jr.	SVP, General Counsel & Secretary	New York Office
Michael R. Mailahan	CIO	Chicago Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of E D & F MAN CAPITAL MARKETS INC. was filed on 01/10/1952, under the name of HOLLAND-COLOMBO TRADING SOCIETY, INCORPORATED, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

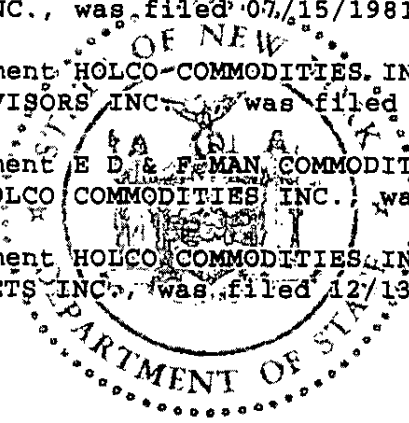
A Certificate of Amendment HOLLAND-COLOMBO TRADING SOCIETY, INCORPORATED, changing its name to HOLCO TRADING COMPANY, INC., was filed 01/25/1965.

A Certificate of Amendment HOLCO TRADING COMPANY, INC., changing its name to HOLCO COMMODITIES INC., was filed 07/15/1981.

A Certificate of Amendment HOLCO COMMODITIES INC., changing its name to E D & F MAN COMMODITY ADVISORS INC. was filed 08/07/2001.

A Certificate of Amendment E D & F MAN COMMODITY ADVISORS INC., changing its name to HOLCO COMMODITIES INC., was filed 01/14/2002.

A Certificate of Amendment HOLCO COMMODITIES INC., changing its name to E D & F MAN CAPITAL MARKETS INC., was filed 12/13/2011.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and the official seal of the Department of State at the City of Albany, this 29th day of November two thousand and thirteen.

Anthony Scardino

Executive Deputy Secretary of State