

CORPORATION
SERVICES, INC.
1201 HAYS ST.
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

F95000000329

CSC networks

MAIL TO:
P.O. BOX 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 524997 3527A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyzik

ORDER DATE : January 13, 1995

ORDER TIME : 10:08 AM

ORDER NO. : 524997

900001885748

CUSTOMER NO: 3527A

CUSTOMER: Michael Bonacorsa, Legal Asst
Kramer Levin Naftalis Nease
39th Floor
919 Third Avenue
New York, NY 10022

SL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 20 PM 12:58

FOREIGN FILINGS

NAME: GINTEL EQUITY MANAGEMENT, INC.

☐ PROFIT
☐ NON-PROFIT

☒ CORPORATE
☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

**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. Gintel Equity Management, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Connecticut
(State or country under the law of which it is incorporated)
3. 7/2/71 4. Perpetual
(Date of Incorporation) (Duration)
5. 06-0871969
(Federal Employer Identification number, if applicable)
6. Business not commenced in Florida
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 6 Greenwich Office Park, Greenwich, Connecticut 06831
(Current mailing address)
8. Investment Adviser
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

See Attachment Hereto For Item 9.A and B.

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

95 JUL 20 PM 2:18
SECRET
DIVISION OF REVENUE

9. Officers:

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

Zip Code

11. 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:

Gail Shelby, as agent
Gail Shelby

12. 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.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Stephen G. Stavrides, President
(Name and capacity of person signing application)

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DIVISION OF CORPORATIONS
95 JAN 20 PM 12:59

Attachment to Application
for Authorization to Transact
Business in Florida for
Gintel Equity Management, Inc.

Item 9

A. Directors:

Robert M. Gintel, Chairman
71 Baldwin Farms South
Greenwich, Connecticut 06830

Stephen G. Stavrides
10 Patrick Lane
Westport, Connecticut 06880

Debra L. Jonas
88 Buckfield Avenue
Greenwich, Connecticut 06830

Barbara L. Gintel
71 Baldwin Farms South
Greenwich, Connecticut 06830

Cecil A. Godman III
18 Fanton Hill Road
Weston, Connecticut 06883

B. Officers:

Chief Executive Officer - Robert M. Gintel
(at the address noted in Item 9.A above)

President and Treasurer - Stephen G. Stavrides
(at the address noted in Item 9.A above)

Executive Vice President
and Secretary - Cecil A. Godman III
(at the address noted in Item 9.A above)

Chief Financial Officer - Ellen J. Berman
111 Foxboro Drive
Norwalk, Connecticut 06851

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 20 PM 12:59

Office of the Secretary of the State of Connecticut

I, Milton S. Rapoport, Secretary of the State of Connecticut, and keeper of the seal thereof, DO HEREBY CERTIFY, that the Certificate of Incorporation of

EQUITY ADVISORS, INC.

is a STOCK corporation under the Connecticut General Statutes was filed in this office on JULY 2, 1971. The following comprises a list of amendments changing the name of the corporation filed in this office as of the date of this certificate:

AMENDMENTS CHANGING THE NAME TO

GINTEL EQUITY MANAGEMENT, INC.

FILED

OCT. 13, 1983

Insofar as the records of this office reveal, the corporation is in existence and in good standing.


Secretary of the State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 20 PM 12:58

Date Issued: January 18, 1995

RCD

F95000000329

GINTEL ASSET MANAGEMENT, INC.

8 GREENWICH OFFICE PARK, GREENWICH, CT 06831-5107
(203) 622-0400 • FAX (203) 622-0640

FILED
97 SEP 23 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

September 16, 1997

Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

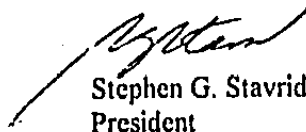
Dear Sir or Madam:

Please find enclosed the application for amendment, an original certificate from the state of Connecticut evidencing this amendment, and a check for \$35.00 to cover the filing fee.

Any correspondence can be sent to the address shown above in the letterhead. The phone number where you can reach me is (203) 622-6400.

Thank you for your assistance in this matter.

Sincerely,


Stephen G. Stavrides
President

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*****35.00 *****35.00

N/C

VS SEP 30 1997

SECTION I
(1-3 MUST BE COMPLETED)

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97 SEP 23 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

President
Title

CERTIFICATE AMENDING OR RESTATING CERTIFICATE OF INCORPORATION
§1-3B Rev. 3/84
NonStock Corporation

FILING #00001643040 PG 01 OF 02 VOL D-000000
FILED 10/10/1996 03:29 PM PAGE 0234F
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

STATE OF CON.
SECRETARY OF THE STATE

Gintel Equity Management, Inc.

1. Name of Corporation

2. The Certificate of Incorporation is: (Check One)

- ☒ A. Amended only, pursuant to Conn. Gen. Stat. §33-473.
☐ B. Amended and restated, pursuant to Conn. Gen. Stat. §33-474(c).
☐ C. Restated only, pursuant to Conn. Gen. Stat. §33-474(a).

(Set forth here the resolution of amendment and/or restatement. Use a 8 1/2 X 11 attached sheet if more space is needed). Resolved, that Article One of the Certificate of Incorporation be, and hereby is, amended to read as follows:

Article I. Gintel Asset Management, Inc.

- ☐ D. Restated and superseded pursuant to Conn. Gen. Stat. §33-474(d).
(Set forth here the resolution of amendment and/or restatement. Use a 8 1/2 X 11 attached sheet if more space is needed).

(If 2A is checked, go to 5 to complete this certificate. If 2B or 2C is checked, complete 3A or 3B. If 2D is checked, complete 4)

3. (Check one)

- ☐ A. This certificate purports merely to restate but not to change the provisions of the original Certificate of Incorporation as supplemented and amended to date, and there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date, and the provisions of this Restated Certificate of Incorporation. (If 3A is checked, go to 5 and complete this certificate).
☐ B. This Restated Certificate of Incorporation shall give effect to the amendment(s) and purports to restate all those provisions now in effect not being amended by such new amendment(s). (If 3B is checked, check 4 if true, and to 5 to complete this Certificate).

4. (Check, if true)

- ☐ This restated Certificate of Incorporation was adopted by the greatest vote which would have been required to amend any provision of the Certificate of Incorporation as in effect before such vote and supersedes such Certificate of Incorporation.

3. The manner of adopting the resolution was as follows:

- ☐ A. By the board of directors and members, pursuant to Conn. Gen. Stat. 33b-473.
 Vote of Members: (Check (i) or (iii)).

(i) ☒ No members are required to vote as a class; the member's vote was as follows:

Vote Required for Adoption 100% Vote Favoring Adoption 100%

(iii) ☐ There are members of more than one class entitled to vote as class. The designation of each class required for adoption of the resolution and the vote of each class in favor of the adoption were as follows:
 (Use an 8 1/2 x 11 attached sheet if more space is needed).

- ☐ B. By the board of directors acting alone, pursuant to Conn. Gen. Stat. 33b-473(b)(2).

The number of affirmative votes required to adopt such resolution is: _____

The number of directors' votes in favor of the resolution was: _____

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true:

(Print or Type)	Signature	(Print or Type)	Signature
Name of Pres. / V. Pres. Robert Gintel CEO	<i>[Signature]</i>	Name of Pres. / V. Pres. Stephen G. Stavriden President	<i>[Signature]</i>

- ☐ C. The resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all applicants for membership entitled to vote.

We, at least two-thirds of the incorporators, hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Signed _____	Signed _____	Signed _____
Signed _____	Signed _____	Signed _____

Dated at _____ this _____ day of _____, 19 _____

APPROVED by all applicants for membership, if none, so state:
 (Use an 8 1/2 X 11 attached sheet if more space is needed)

REC CC, GS: (Type or Print)

CSC NETWORKS
 PRENTICE HALL
 LEGAL & FINANCIAL SERVICES
 30 High Street
 Hartford, CT 06103

Please provide filer's name and complete address for mailing receipt

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 14th day of August A.D. 1997

William S. Repass
SECRETARY OF THE STATE *ms*

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Previous page



STATE OF CONNECTICUT } CS. HARTFORD
OFFICE OF THE SECRETARY OF THE STATE }

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in this Office

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and affixed the Seal of said State, at Hartford,

this 14th day of August A.D. 1997

Miles S. Raymond
SECRETARY OF THE STATE *ms*