

F95000004735

(Requestor's Name)

From: HELEN B. STEWART (919)304-7854
LIGGETT GROUP INC
100 MAPLE LANE
MEBANE, NC, 27302

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

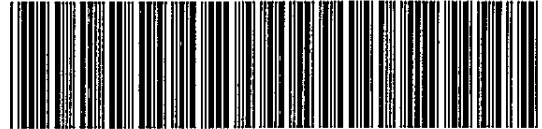
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL
SECRETARY OF STATE

NC
To Kevin 2/19/03

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LADENBURG, THALMANN GROUP INC.

(Name of corporation)

DOCUMENT NUMBER: F95000004735

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

HELEN B. STEWART, CLA

(Name of person)

LIGGETT GROUP INC.

(Name of firm/company)

100 MAPLE LANE

(Address)

MEBANE, NC 27302

(City/state and zip code)

For further information concerning this matter, please call:

HELEN B. STEWART, CLA

(Name of person)

at (919) 304-7854

(Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F95000004735

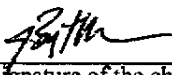
(Document number of corporation (if known))

03 FEB 14 11 00 46
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. LADENBURG, THALMANN GROUP INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE
(Incorporated under laws of)
3. September 28, 1995
(Date authorized to do business in Florida)

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

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 7, 2001
5. NEW VALLEY CAPITAL CORPORATION
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

J. BRYANT KIRKLAND III

(Typed or printed name)

January 31, 2003

(Date)

Vice President & Chief Financial Officer

(Title)

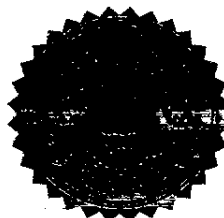
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LADENBURG THALMANN RUSSIA LTD.", A DELAWARE CORPORATION,
WITH AND INTO "LADENBURG, THALMANN GROUP INC." UNDER THE
NAME OF "NEW VALLEY CAPITAL CORPORATION", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MAY,
A.D. 2001, AT 4:15 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2499491 8100M

AUTHENTICATION: 2238891

030069594

DATE: 02-03-03

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:15 PM 05/07/2001
010220748 - 2499491

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
LADENBURG THALMANN RUSSIA LTD.
INTO
LADENBURG, THALMANN GROUP INC.**

**(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

Ladenburg, Thalmann Group Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Ladenburg Thalmann Russia Ltd., a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 2nd day of May, 2001, determined to merge into itself Ladenburg Thalmann Russia Ltd. on the conditions set forth in such resolutions:

RESOLVED. That Ladenburg, Thalmann Group Inc. shall merge into itself its wholly-owned subsidiary, Ladenburg Thalmann Russia Ltd., and assume all of such subsidiary's liabilities and obligations.

RESOLVED: That upon the effective date of the merger, the corporate name of the surviving corporation shall be changed to New Valley Capital Corporation.

FURTHER RESOLVED: That the President, any Vice President or other proper officer of Ladenburg, Thalmann Group Inc. be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge Ladenburg Thalmann Russia Ltd. into Ladenburg, Thalmann Group Inc. and to assume such subsidiary's liabilities and obligations and the date of adoption thereof and to file the certificate in the office of the Secretary of State of Delaware.

MAY-08-2001 10:28

C T CORPORATION

P.06.05

IN WITNESS WHEREOF, Ladenburg, Thalmann Group Inc. has caused this certificate to be signed by Victor M. Rivas, its President, this 2nd day of May, 2001.

LADENBURG THALMANN GROUP
INC.

BY: 

Victor M. Rivas

President