

1201 PAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-XXXX FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 984026 4300092

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 70.00

ORDER DATE : June 11, 1996

ORDER TIME : 3:36 PM

ORDER NO. : 984026

700001860747

CUSTOMER NO: 4300092

CUSTOMER: Norris Nissim, Esq
Schulte Roth & Zabel
900 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: MILLER CAPITAL MANAGEMENT, INC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 12 AM 11:30

RECEIVED
53 JUN 12 PM 4:10
DIVISION OF CORPORATIONS



96 JUN 21 11 00 AM
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1990

CSC NETWORKS

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MILLER CAPITAL MANAGEMENT, INC.
Ref. Number: W96000012593

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Attached is a printout showing the name conflict; this name reservation was filed by Schulte, Roth & Zabel. If the corporations are linked we can file the name, but we will require a release from Schulte, Roth & Zabel stating that the Limited Liability Corporation for which they have reserved the name is linked to the Corporation which you wish to file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 096A00029453

DECLASSIFIED BY: 6032 JAL/STW DATE: 09-12-2011

NO. 175 P002/102

SCHULTE ROTH & ZABEL

800 THIRD AVENUE
NEW YORK, N.Y. 10022

(附) 700-U404

FACSIMILE NUMBER:

● 1997年 10月 10日

TELETYPE 48577M

DALEI OLYMPIUS NEWTON

WRITING DIRECT NUMBER:

(212) 756-2976

June 20, 1996

[illegible]

PATTER A. KUDOSAM
 JAMES M. SPOCK
 MARTIN L. SANDHOLM
 NORMAN F. PETERSON
 ROBERT L. SANDUS
 KURT P. HUBILL
 ROBERT NORMAN
 PAUL M. ROTH
 WILLIAM M. MURKIN
 JEFFREY G. SAMIN
 CATHERINE CAMPBELL
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 STEPHEN J. SCHULTZ
 DANIEL B. HANFORD
 ERIC J. JEFFERSON
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 JUDITH A. SIMONS
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 SIMON M. TROIAN
 JAMES C. WALSH
 ALAN B. WATKINSON
 PAUL R. WATKINSON, JR.
 PAUL A. WATSON
 GABRIEL WEINSTEIN
 ANDREW WONG
 WILLIAM B. BAKER

**Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399**

**Re: Miller Capital Management, L.L.C.
Consent to use of Corporate Name**

Dear Sir or Madam:

Schulte, Roth & Zabel has the name of Miller Capital Management, L.L.C. reserved. As of June 5, 1996, we dissolved Miller Capital Management, L.L.C. and formed Miller Capital Management, Inc.

The two names are interrelated since they are for the same client. Consent to use of the corporate name is given to Miller Capital Management, Inc.

If you should have any questions, please feel free to contact me at (212)756-2573.

Thank you.

Sincerely,

Agnes Konihi

Ayame Kouishi
Legal Assistant

FLORIDA OFFICE
PHILIP SWINT, 4801 LUMEN
SUITE 1000
100 SOUTH FLORIDIAN AVENUE
SUITE 1000 SEASIDE, FLORIDA 33431
(407) 480-1000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 12 AM 11:30

**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. Miller Capital Management, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations to 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. Delaware
(State or country under the law of which it is incorporated)
3. JUNE 5, 1996
(Date of Incorporation)
4. Perpetual
(Duration)
5. Applied for
(Federal Employer identification number, if applicable)
6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and §17.155, F.S.)
7. 2665 South Bay Shore Drive, Suite 1101, Coconut Grove, FL 33133
(Current Mailing Address)
8. Money Management
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and/or directors:

A. DIRECTORS:

Chairman: Edmund R. Miller
Address: 2665 South Bay Shore Drive, Suite 1101
Coconut Grove, Florida 33133

Vice Chairman: _____
Address: _____

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DIVISION OF CORPORATIONS
96 JUN 12 AM 11:30

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS:

President: _____

Edmund R. Miller

Address: _____

2665 South Bay Shore Drive, Suite 1101

Coconut Grove, Florida 33133

Vice President: _____

Address _____

Secretary: _____

Carmen Howell

Address: _____

2665 South Bay Shore Drive, Suite 1101

Coconut Grove, Florida 33133

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 Days 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: Vicki Schreiber Asst V. P.

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. Edmund R. Miller
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. EDMUND R. MILLER - PRESIDENT
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "MILLER CAPITAL MANAGEMENT, 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 SEVENTH DAY OF JUNE, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 12 AM 11:30



Edward J. Freel, Secretary of State

2631338 8300

960166682

AUTHENTICATION: 7977783

DATE: 06-07-96