

F96000005346

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RODMAN & RENSHAW, 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", 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:

Gilbert R. Ott, Jr.

(Name of Person)

Rodman & Renshaw, Inc.

(Firm/Company)

233 S. Wacker Dr. Suite 4500

(Address)

Chicago, IL 60606

(City/State/Zip)

96 OCT 15 PM 2:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Gilbert R. Ott, Jr.

(Name of Person)

at (312) 526-2780

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. Rodman & Renshaw, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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. Delaware
(State or country under the law of which it is incorporated)
3. 36-2679547
(FEI number, if applicable)
4. August 4, 1969
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not yet transacted business-expect to in November 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153.
7. Rodman & Renshaw, Inc.
233 S. Wacker Dr. Suite 4500 Chicago, IL 60606
(Current mailing address)
8. Broker/Dealer
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

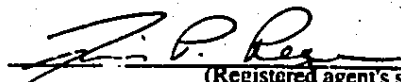
Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(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.


(Registered agent's signature)
Francis P. Regan, Asst. Secretary

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Director

~~Chairman~~: Charles W. Daggs, III

Address: 233 S. Wacker Drive, Suite 4500
Chicago, IL 60606

Director

~~Vice Chairman~~: Peter Boneparth

Address: 233 S. Wacker Drive, Suite 4500
Chicago, IL 60606

Director: Rodrigo Padilla

Address: 233 S. Wacker Drive, Suite 4500
Chicago, IL 60606

Director:

Address:

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Charles W. Daggs, III

Address: 233 S. Wacker Drive, Suite 4500
Chicago, IL 60606

Vice President: Joseph P. Shanahan

Address: 233 S. Wacker Drive, Suite 4500
Chicago, IL 60606

Secretary: Gilbert R. Ott, Jr.

Address: 233 S. Wacker Drive, Suite 4500
Chicago, IL 60606

Treasurer: Martin G. Pembroke

Address: 233 S. Wacker Drive, Suite 4500
Chicago, IL 60606

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

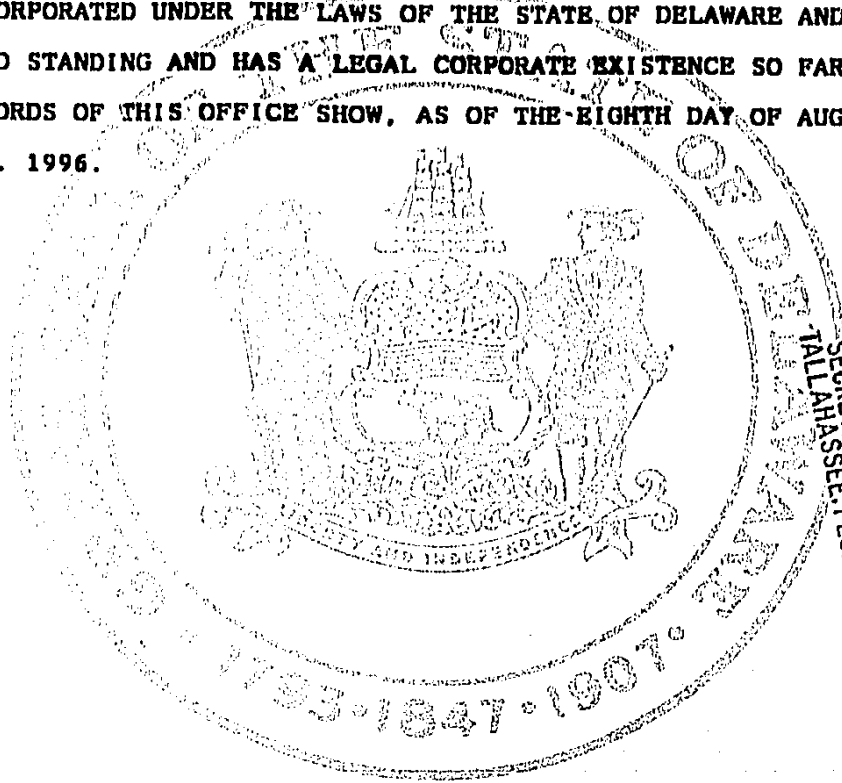
Gilbert R. Ott, Jr. General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RODMAN & RENSHAW, 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 EIGHTH DAY OF AUGUST, A.D. 1996.



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96 OCT 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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