2011 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# G35222

Entity Name: COUNSEL RB CAPITAL INC.

FILED Mar 21, 2011 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

40 KING STREET WEST 1 TORONTO STREET SUITE 3200 SUITE 700

TORONTO, ON M5H 3Y2 TORONTO, ON M5C 2V6

Current Mailing Address: New Mailing Address:

40 KING STREET WEST 1 TORONTO STREET

SUITE 3200 SUITE 700
TORONTO, ON M5H 3Y2 TORONTO, ON M5C 2V6

FEI Number: 59-2291344 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

TCS CORPORATE SERVICES INC. 515 E. PARK AVE. TALLAHASSEE, FL 32301 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent Date

OFFICERS AND DIRECTORS:

Title: PRED

Name: SILBER, ALLAN C

Address: 1 TORONTO STREET, SUITE 700 City-St-Zip: TORONTO, ON M5C 2V6

Title: S

 Name:
 WEINTRAUB, STEPHEN A

 Address:
 1 TORONTO STREET, SUITE 700

 City-St-Zip:
 TORONTO, ON M5C 2V6

Title: D

Name: HEATON, HAL B

Address: BRIGHAM YOUNG UNIVERSITY

City-St-Zip: PROVO, UT 84602

Title: D

Name: SHIMER, SAMUEL L Address: 245 N. BEDFORD ROAD City-St-Zip: CHAPPAQUA, NY 10514

Title: [

Name: TOH, HENRY Y

Address: 1111 HERMANN DRIVE, SUITE 6E

City-St-Zip: HOUSTON, TX 77004

Title:

Name: TUROCK, DAVID L Address: 3121 NE 57TH COURT

City-St-Zip: FORT LAUDERDALE, FL 33308

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: STEPHEN A WEINTRAUB S 03/21/2011