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GREENWICH PARTNERS, LLC

February 18, 2000

Registration Section
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

900003151029--1
-02/29/00--01022--011
****160.00 ****160.00

Dear Sirs:

Greenwich Partners, LLC, is hereby applying for registration in Florida as a foreign limited liability company. Enclosed herewith are the following:

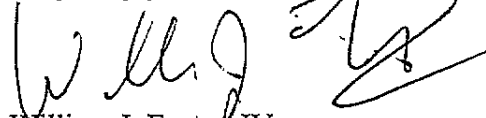
1. Application For Authorization
2. Certificate of Designation of Registered Agent
3. Certificate of Good Standing (Existence) Delaware
4. Check for \$160.000 for:
 - Filing fee, Application
 - Filing fee, Designation
 - Certified Copy
 - Certificate of Status

00 FEB 28 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Kindly return the certified copies of the registration and Certificate of Status to the undersigned at your earliest convenience. Should you have any questions please feel free to contact me at (203) 625-7759.

Very truly yours,



William J. Foster, IV
Executive Vice President and General Counsel

32-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Greenwich Partners, LLC
(Name of foreign limited liability company)

2. Delaware 3. 061561932
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/14/00 5. 2026
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. pending
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 3801 PGA Boulevard, Suite 1000
Palm Beach Gardens, Florida, 33410
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

3801 PGA Boulevard, Palm Beach Gardens, FL
1 Pickwick Plaza, Greenwich, CT 06830

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

securities broker-dealer

William J. Foster, IV
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William J. Foster, IV
Typed or printed name of signee

APPROVED
AND
FILED
00 FEB 28 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Greenwich Partners, LLC

2. The name and the Florida street address of the registered agent and office are:

Eileen Jones

(Name)

3801 PGA Boulevard

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Palm Beach Gardens FL 33410

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Eileen Jones

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "GREENWICH PARTNERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0242926

02-07-00

APPROVED
AND
FILED
00 FEB 28 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA