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WJH

February 27, 2001

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399-0350

300003789569--6
--02/28/01--01061--003
****125.00 ****125.00

Re: Application to Register as a Foreign Limited Liability Company

To whom it may concern:

On behalf of our client, UBS Advisory International LLC ("UBSAI"), enclosed please find the following documents submitted as an application to register as a foreign limited liability company ("LLC") to transact business in the State of Florida for review by your office:

- An Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- A Certificate of Designation of Registered Agent;
- An original Certificate of Existence, no more than 90 days old; and
- A check for \$125.00, made payable to the Florida Secretary of State for the filing fees

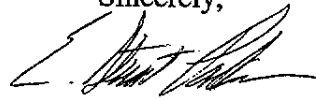
UBSAI is a newly formed LLC that currently has a membership application pending with the National Association of Securities Dealers, Inc. ("NASD") to register as a broker-dealer. UBSAI intends to register with the Florida Department of Banking and Finance, Division of Securities and Investor Protection, as soon as your office approves this application; please send the "Florida Secretary of State Document Number" to my office at 2445 M Street, N.W., Washington D.C. 20037. If you have any questions concerning the enclosed application materials, please do not hesitate to contact me at (202) 663-6317 or Todd Wiensch at (202) 663-6746.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 28 PM 3:39

Division of Corporations
Registration Section
UBSAI LLC Registration
Page 2

I would appreciate if you would acknowledge receipt of this letter and enclosed materials by date stamping the enclosed duplicate copy of the letter and returning it in the envelope provided.

Sincerely,

A handwritten signature in black ink, appearing to read "E. Stuart Parker", written over a horizontal line.

E. Stuart Parker, Esq.

Enclosures

cc(with enclosures): Soo J. Yim
Todd Wiench
Wilmer, Cutler & Pickering

T. Ronald Toothaker
UBS Advisory International LLC

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

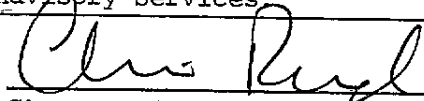
*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. UBS Advisory International LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 11/06/2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10 East 50th Street, New York, NY 10022
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:
- Christopher Rowland (CEO) 10 East 50th Street, New York, NY 10022
- Thomas Toothaker (Chief Legal Officer) 10 East 50th Street, New York NY 10022
- Raymond Simon (Head of Marketing/Manager) 10 East 50th Street, New York, NY 10022

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: Broker-Dealer and

Investment Advisory Services



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.)

Chris Rowland

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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:

UBS Advisory International LLC

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

Daniel Stirnimann

(Name)

701 Brickell Avenue

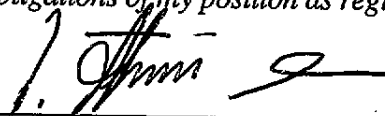
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami

FL 33131

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..



(Signature)

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

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UBS ADVISORY INTERNATIONAL 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 TWENTY-FOURTH DAY OF JANUARY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3312684 8300

010038078

AUTHENTICATION: 0932708

DATE: 01-24-01

MO1000000482

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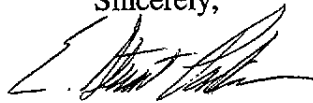
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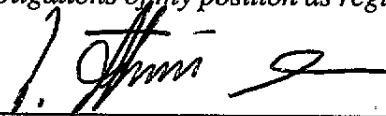
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