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GOLDSMITH-AGIO-HELMS
Private Investment Banking

MJH

16 April 2001

Via U.S. Mail

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-04/19/01--01034--016
***125.00 ***125.00

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Please register Goldsmith, Agio, Helms & Lynner, LLC with the State of Florida. Enclosed are:

- An Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida,
- A Certificate of Designation of Registered Agent/Registered Office,
- An original Certificate of Existence, and
- A check in the amount of \$125.00 to cover filing fees.

I look forward to receiving a letter of acknowledgment upon registration. Please feel free to contact me if you have any questions.

Sincerely,



Julie K. Strandlund
Vice President - Strategic Planning

Enclosures

FILED
01 APR 19 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


T 612 339 0500 F 612 339 0507

Goldsmith, Agio, Helms & Lynner, LLC
601 Second Avenue South • Forty-Sixth Floor • Minneapolis, Minnesota 55402

**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. Goldsmith, Agio, Helms & Lynner, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 41-1992659
(FEI number, if applicable)
4. September 28, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Date of filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 601 Second Avenue South, 46th Floor
Minneapolis, MN 55402
(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:
Mark A. Patten, Chief Administrative Officer
Goldsmith, Agio, Helms & Lynner, LLC
601 Second Avenue South, 46th Floor
Minneapolis, MN 55402
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: investment banking


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.)

Mark A. Patten

Typed or printed name of signee

01 APR 19 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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:

Goldsmith, Agio, Helms & Lynner, LLC

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

Steven M. Goldsmith

(Name)

Goldsmith, Agio, Helms & Lynner, LLC
The Third Street Plaza, Suite C201
1170 Third Street South

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

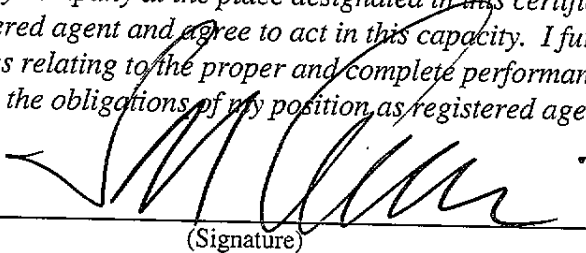
Naples

FL

34102

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)

Steven M. Goldsmith

\$ 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 "GOLDSMITH, AGIO, HELMS & LYNNER 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-SEVENTH DAY OF MARCH, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3295062 8300

010139302

AUTHENTICATION: 1047007

DATE: 03-27-01