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10-1502



ACCOUNT NO. : 072100000032

REFERENCE : 794084 5168212

AUTHORIZATION : *Patricia Tugun*

COST LIMIT : \$ 155.00

ORDER DATE : October 24, 2002

ORDER TIME : 10:50 AM

ORDER NO. : 794084-005

CUSTOMER NO: 5168212

CUSTOMER: Ms. Jane Nutson
Ubs Ag
677 Washington Boulevard
Stamford, CT 06901

FOREIGN FILINGS

NAME: UBS WARBURG LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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TALLAHASSEE, FLORIDA

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**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 Warburg LLC
(Name of foreign limited liability company)
2. Delaware 3. 13-3873456
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 14, 1995 5. December 31, 2050
(Date of Organization) (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. 677 Washington Blv.d
Stamford, CT 06901
(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:

SEE ATTACHED

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: To act as a registered broker dealer and to engage in any lawful act or activity permitted under the laws of Florida

Jane E. Nutson
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.)

Authorized Representative - Jane E. Nutson

Typed or printed name of signee

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UBS Warburg LLC

Managers

Business Address

John P. Costas

677 Washington Blvd.
Stamford, CT 06901

Robert C. Dinerstein

299 Park Avenue
New York, NY 10171

Michael Hutchins

1285 Avenue of the Americas
New York, NY 10019

Huw Jenkins

677 Washington Blvd.
Stamford, CT 06901

Robert B. Mills

677 Washington Blvd.
Stamford, CT 06901

Kenneth Moelis

1999 Avenue of the Stars
Los Angeles, CA 90067

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AND
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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:

UBS Warburg LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(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.

Grant D. Barber
(Signature)

Grant D. Barber
as its agent

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

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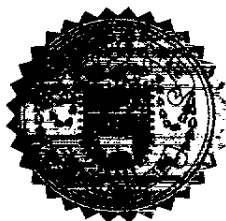
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UBS WARBURG 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 OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UBS WARBURG LLC" WAS FORMED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



2561817 8300

020656496

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2051195

DATE: 10-24-02