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FOREIGN LIMITED LIABILITY COMPANY

Incapital, LLC

Certificate of Status	0
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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. InCapital, LLC
(Name of foreign limited liability company)
2. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4312204
(FBI number, if applicable)
4. August 4, 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 817.135, F.S.))
7. 401 East Las Olas Boulevard, Suite 1400
Fort Lauderdale, Florida 33301
(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:
Thomas S. Ricketts 1 N. LaSalle Street, Suite 3500, Chicago, IL 60602

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 selling
corporate debt and agency securities; underwriter and selling group participant.

Joseph J. Novak **General Counsel & Secretary**
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.)
Joseph J. Novak, Esq.
Typed or printed name of signee

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AND
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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:

InCapital, LLC

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

LAURIE A. COLE
(Name)

401 East Las Olas Boulevard, Suite 1400

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

Fort Lauderdale, FL 33301
(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.

Laurie A. Cole
(Signature)

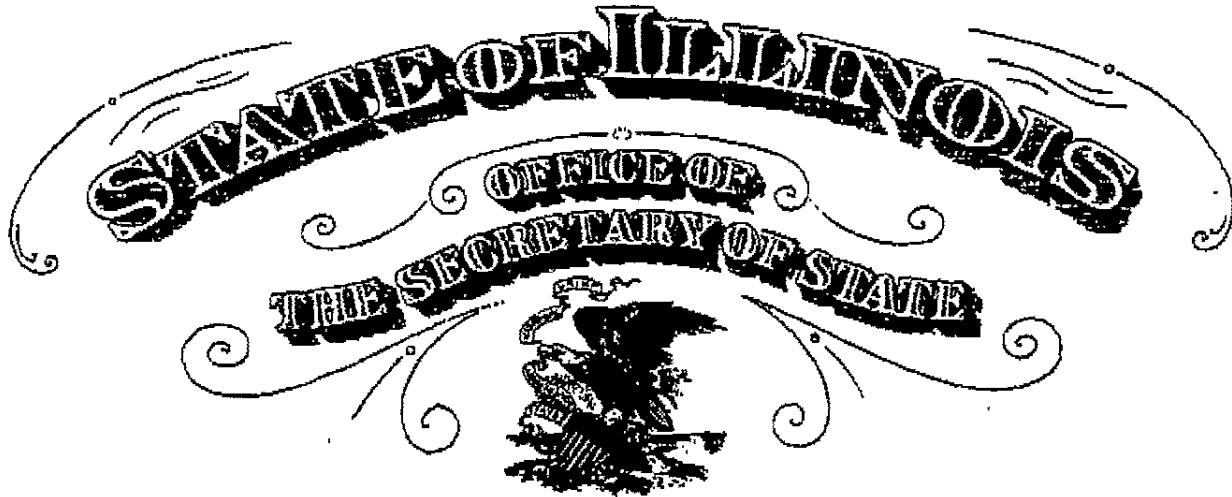
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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0032284-9



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

INCAPITAL, LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON SEPTEMBER 10, 1999,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this* 12TH
day of NOVEMBER A.D. 2003

Jesse White

SECRETARY OF STATE