

MO4000000575

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

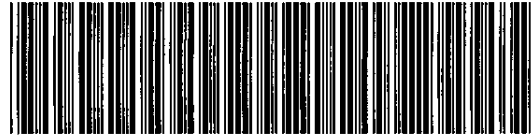
Special Instructions to Filing Officer:

FEB 21 2012

L. SELLERS

W125539

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01/27/12--01015--020 **60.00

FILED
12 FEB 20 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Securities
Griffiths McBurney

January 26, 2012

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

Re: Foreign Limited Liability Company Amendment of Name
Miller Tabak Roberts Securities, LLC to GMP Securities, LLC

Dear Sir or Madam:

Please find the enclosed (i) a complete application by Miller Tabak Roberts Securities, LLC ("MTR"), a New York limited liability company, to amend its application for authorization to transact business in Florida to reflect the change of MTR's name to GMP Securities, LLC ("GMP"), a New York limited liability company; (ii) an original certificate from the State of New York reflecting MTR's amendment of its Articles of Organization to change its name to GMP; and (iii) a \$60 check in payment of the fees for filing, a certificate of status, and a certified copy

On September 27, 2011, MTR was acquired by Toronto-based GMP Capital Inc. (TSX: GMP). The renaming of MTR is a logical next step after the consummation of the merger to re-align MTR under the GMP Capital Inc. brand. Effective January 17, 2012, MTR amended its articles of organization with the New York State Department to change its name to GMP

Please contact me with any questions or concerns at (212) 692-5194 or by e-mail at msullivan@gmpsecuritiesllc.com.

Sincerely,

A handwritten signature in cursive script that reads "Michael F. Sullivan". The signature is written in dark ink and is positioned above the printed name and title.

Michael Sullivan
Chief Compliance Officer

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 30, 2012

ILAN LESSICK
GMP SECURITIES, LLC
331 MADISON AVENUE
NEW YORK, NY 10017

SUBJECT: MILLER TABAK ROBERTS SECURITIES, LLC
Ref. Number: M04000000575

We have received your document for MILLER TABAK ROBERTS SECURITIES, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign limited liability company which needs to correct any false statement or has changed its name, duration, or jurisdiction should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by a filing fee of \$25, an additional \$30 for each certified copy (optional) requested, and an original certificate from the domicile state when amending the name, duration, or jurisdiction. Said certificate must evidence the amendment and be issued within the last 90 days.

If the amendment is merely to correct a false statement listed on a document previously filed with the Florida Department of State or does not require an amendment to be filed in its domicile state or country, a certificate is not necessary.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 312A00002923

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Miller Tabak Roberts Securities, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ilan Lessick

Name of Person

GMP Securities, LLC

Firm/Company

331 Madison Avenue

Address

New York, NY 10017

City/State and Zip Code

ilessick@gmpsecuritiesllc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ilan Lessick

Name of Person

at (212) 404-8326

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☒ \$60 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Miller Tabak Roberts Securities, LLC
2. Jurisdiction of its organization: New York
3. Date authorized to do business in Florida: February 11, 2004

SECTION II (4-7 complete only the applicable changes)

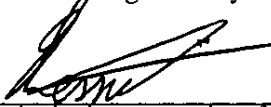
4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? January 17, 2012
5. New name of the limited liability company: GMP Securities, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

Ilan Lessick

Typed or printed name of signee

Filing Fee: \$25.00

FILED
25 FEB 20 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on February 14, 2012.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

120117000531

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF ORGANIZATION

OF

Miller Tabak Roberts Securities, LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: Miller Tabak Roberts Securities, LLC.

SECOND: The limited liability company filed its Articles of Organization on October 28, 1998 as Miller Andrew Roberts, LLC.

THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph **FIRST** of the Articles of Organization, relating to the name of the limited liability company, is hereby amended to read in its entirety as follows:

"**FIRST:** The name of the limited liability company is GMP SECURITIES, LLC."

Paragraph **FOURTH** of the Articles of Organization, relating to the address for service of process against the limited liability company, is hereby amended to read in its entirety as follows:

"**FOURTH:** The Secretary of State of the State of New York is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without the State of New York to which the Secretary of State of the State of New York shall mail a copy of any process against the limited liability company served upon him or her is: 331 Madison Avenue, New York, New York, 10017."

MILLER TABAK

Fax:212-850-8188

Jan 17 2012 11:22am P004/007

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

CERTIFICATE OF RESERVATION

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ENTITY NAME: GMP SECURITIES, LLC

DOCUMENT TYPE: RESERVATION FOR NAME CHANGE (DOM LLC)

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FILED:12/21/2011 DURATION:02/21/2012 CASH#:111221000296 FILM #:111221000281

FILER:

MILLER TABAK ROBERTS
SECURITIES, LLC
331 MADISON AVENUE
NEW YORK, NY 10017

ADDRESS FOR PROCESS:

REGISTERED AGENT:



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

APPLICANT NAME : MILLER TABAK ROBERTS SECURITIES, LLC

=====

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

FEES 20.00

PAYMENTS 20.00

FILING 20.00

CASH 0.00

TAX 0.00

CHECK 20.00

CERT 0.00

CHARGE 0.00

COPIES 0.00

DRAWDOWN 0.00

HANDLING 0.00

OPAL 0.00

REFUND 0.00

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DOS-1025 (04/2007)

120117000531

IN WITNESS WHEREOF, the undersigned authorized signatory of the limited liability company executes this Certificate of Amendment and affirms that the statements made herein are true under the penalties of perjury, this 17th day of January, 2012

Miller Tabak Roberts Securities, LLC

By: [Signature]

Name: Ilan Lessick

Title: Authorized Signatory

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
Miller Tabak Roberts Securities, LLC

Miller Tabak Roberts Securities, LLC
(Insert Name of Domestic Limited Liability Company)

Under Section 211 of the Limited Liability Company Law

Filed by:

Andrew Thau

(Name)

331 Madison Avenue

(Mailing address)

New York, NY 10017

(City, State and Zip code)

100
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 17 2012

TAX \$ 0

BY: [Signature]

FILED

2012 JAN 17 PM 12:16

RECEIVED

2012 JAN 17 AM 11:28

LSW-0