

MD400000DI5D3

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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MAIL

(Business Entity Name)

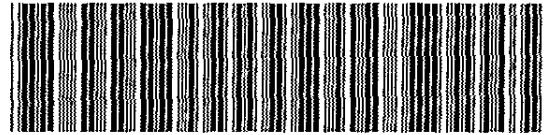
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W44 MD4-144091

Office Use Only



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04/06/04--01068--008 \*\*130.00

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AND  
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04 APR 20 PM 5:17  
SECURITY STATE  
ALL AMASSEE, MI 04-04

4-20-04



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 14, 2004

SHEENA M. FERNANDEZ  
CAPITAL MARKETS COMPLIANCE, LLC  
4060 PEACHTREE RD, STE D, PMB 263  
ATLANTA, GA 30319

SUBJECT: CG COMPASS (USA) LLC  
Ref. Number: W04000014409

We have received your document for CG COMPASS (USA) LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 504A00024569

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 APR 20 PM 5:17

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AND  
AFFIDAVIT

**Capital Markets Compliance<sup>®</sup>, LLC**  
www.cmcompliance.com

4060 Peachtree Road, Suite D PMB 263  
Atlanta, GA 30319  
Tel: (404) 842-0888  
Fax: 1 (877) 600-1780

## MEMORANDUM

**TO:** State of Florida Division of Corporations, Registrations Section  
**FROM:** Sheena M. Fernandez, Capital Markets Compliance<sup>®</sup>, LLC  
**DATE:** April 5, 2004  
**SUBJECT:** Foreign LLC Registration – CG Compass (USA) LLC

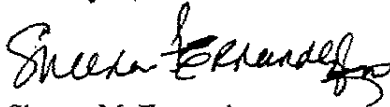
To Whom It May Concern:

Please find enclosed documents to register CG Compass (USA) LLC as a Foreign Limited Liability Company in the state of Florida. A check made payable to the **Florida Department of State** for the total amount of the filing fees as listed below, is also enclosed to cover the following costs associated with this filing:

\$100.00 – Filing fee for Application  
25.00 – Designation of Registered Agent  
5.00 – Certificate of Status  
\$130.00

Please contact me at 404.842.0888 should there be additional information you require.

Thank you,



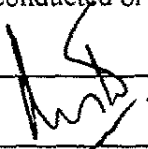
Sheena M. Fernandez

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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. CG Compass (USA) LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4540705  
(FEI number, if applicable)
4. October 01, 2003  
(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. 126 E. 56th Street, 19th Floor  
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:  
Manuel J. Balbontin - 126 E. 56th St., 19th Flr. New York NY 10022  
Anil L. Crasto - 126 E. 56th St., 19th Flr., 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: General Securities Business

  
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.)

Anil L. Crasto

Typed or printed name of signee

04 APR 20 PM 5:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
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:

CG Compass (USA) LLC

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

Guillermo Vernet

---

(Name)

701 Brickell Ave., Ste. 860

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

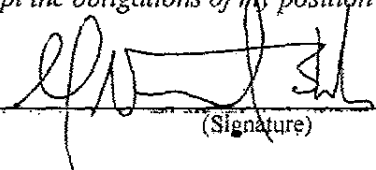
Miami FL 33131

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(City/State/Zip)

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TALLAHASSEE, FLORIDA

*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)

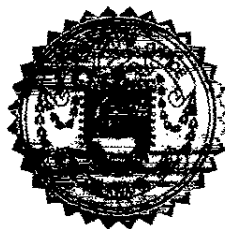
\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CG COMPASS (USA) 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 THIRTY-FIRST DAY OF MARCH, A.D. 2004.



3710720 8300

040236840

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3026351

DATE: 03-31-04