

M05000000921

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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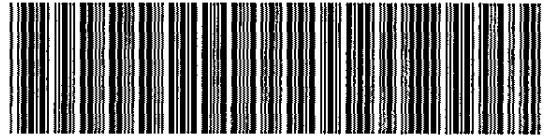
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05 FEB 22 PM 12:36  
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TALLAHASSEE, FLORIDA





CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 146532 5048595

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 125.00

FILED  
05 FEB 22 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 14, 2005

ORDER TIME : 10:05 AM

ORDER NO. : 146532-045

CUSTOMER NO: 5048595

CUSTOMER: Ms. Deborah L. McMennamy  
Affiliated Computer Services,  
2828 North Haskell Ave.  
Building 1, Floor 9  
Dallas, TX 75204

FOREIGN FILINGS

NAME: SHAREHOLDER SOLUTIONS (ACS),  
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_




FILED  
05 FEB 22 PM 12:26  
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. Shareholder Solutions (ACS), LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4285196  
(FEI number, if applicable)
4. July 13, 2004  
(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, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 450 7th Avenue, Suite 1300  
New York, NY 10123  
(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:  
Stuart Chagrin, 80 Broad St., 8th Floor, New York, NY 10004  
Phillip Fitzsimmons, 450 7th Avenue, Suite 1300, New York, NY 10123  
Peter Miller, 450 7th Avenue, Suite 1300, New York, NY 10123
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

  
\_\_\_\_\_  
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.)  
Phillip Fitzsimmons, Manager & SVP  
\_\_\_\_\_  
Typed or printed name of signee



**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:

Shareholder Solutions (ACS), 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, Florida Statutes.*

Corporation Service Company

By: Cynthia L. Harris

(Signature)

**Cynthia L. Harris  
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)



# Delaware

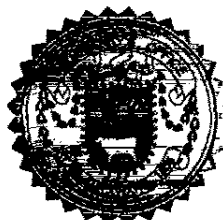
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHAREHOLDER SOLUTIONS (ACS), 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 SEVENTEENTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHAREHOLDER SOLUTIONS (ACS), LLC" WAS FORMED ON THE THIRTIETH DAY OF JULY, A.D. 2004.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3836528 8300

AUTHENTICATION: 3621414

050038368

DATE: 01-17-05