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Florida Department of State
Division of Corporations
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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

06 MAY -4 AM 9:45

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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CFLP CF & CO. HOLDINGS, LLC

Certificate of Status	0
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TRANSMISSION VERIFICATION REPORT

TIME : 05/04/2006 11:54
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FAX : 8502227615
TEL : 8502221092
SER.# : BROH3J506161

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FAX NO./NAME
DURATION
PAGE(S)
RESULT
MODE

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Division of Corporations

Page 1 of 1

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Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CFLP CFS Holdings, LLC



May 5, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: CFLP CF& CO. HOLDINGS, LLC
REF: W06000020957

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please disregard the previous 2 letters from this office in regards to this foreign LLC. 2 filings have come over under the same audit number and one requested that we give this filing a date of May 3, 2006. The confirmation attached shows an original fax date of May 4, 2006, therefore we cannot backdate the filing to a date prior than May 4, 2006. Our records indicate the coversheet was generated on May 4, 2006. Also, the coversheet references the business name as CFLP CFS HOLDINGS, LLC when the document references it as CFLP CF&CO. HOLDINGS, LLC. Please be sure when you resubmit the document, the coversheet has the same company name as the document (you can correct this by hand rather than having the filing abandoned).

A brief description of the entity's nature of business must be included in the document.

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) 245-6853.

Leslie Sellers
Document Specialist

FAX Aud. #: H06000125493
Letter Number: 006A00031948

RECEIVED
06 MAY -5 PM 3:10
DIVISION OF CORPORATION

P.O BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CFLP CF&CO. Holdings, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Treasa Chennikara
(Name of Person)

Cantor Fitzgerald
(Firm/Company)

110 East 59th Street
(Address)

New York, NY 10022
(City/State and Zip Code)

For further information concerning this matter, please call:

Treasa Chennikara at (212) 829-4981
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CFLP CF&Co. Holdings, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 13-3680189
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 1, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 110 East 59th Street
New York, NY 10022
(Street Address of Principal Office)

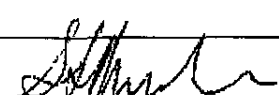
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Cantor Fitzgerald, L.P. 110 East 59th Street, 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: _____

Holdings Company


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.)
Stephen M. Merkel, Vice President

Typed or printed name of signer

06 MAY -4 AM 9:45
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:

CFLP CF&Co. Holdings, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation, Florida 33324

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.

CT Corporation System

By: _____

Connie Bryan
(Signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

06 MAY -4 AM 9:45

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Delaware

PAGE 1

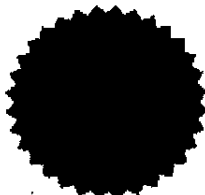
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CFIP CF&CO HOLDINGS, 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 THIRD DAY OF MAY, A.D. 2006.

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

06 MAY -4 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3978605 8300

AUTHENTICATION: 4717066

060416182

DATE: 05-03-06