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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-12  
Just

LYNCH &  
ASSOCIATES

200 Clarendon Street  
50<sup>th</sup> Floor  
Boston, MA 02116  
phone: 617.247.7000  
fax: 617.247.7680

September 8, 2006

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

To Whom It May Concern:

Enclosed please find an application to register WJ Lynch Investor Services, LLC as a Foreign LLC in Florida. I have included the application, designation of registered agent and office, certificate of good standing from Delaware and check for \$130.00 for the filing fee and a Certificate of Status. Please call me at 617 247-7000 with any questions. Thank you.

Sincerely,



Christopher C. Stulb  
CFO, WJ Lynch Investor Services, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Securities offered through

TBG Financial & Insurance Services Corp

2029 Century Park East, 37<sup>th</sup> Floor

Los Angeles, CA 90067

phone: 310 203.8770

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** WJ Lynch Investor Services 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:

Christopher Stulb  
(Name of Person)

WJL Associates, Inc.  
(Firm/Company)

200 Clarendon St. 50th Floor  
(Address)

Boston, MA 02116  
(City/State and Zip Code)

For further information concerning this matter, please call:

Christopher Stulb at ( 617 ) 247-7000  
(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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT 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. WJ Lynch Investor Services LLC  
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-4472438  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 6, 2006 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. One Progress Plaza, Suite 2210  
St. Petersburg, FL 33701  
(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:

WJL Associates, Inc., 200 Clarendon St. Boston, MA 02116  
\_\_\_\_\_  
\_\_\_\_\_

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 Variable Life Insurance

  
\_\_\_\_\_  
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.)

Christopher C. Stulb, CFO  
\_\_\_\_\_  
Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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:

WJ Lynch Investor Services LLC

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

Michael Longino

(Name)

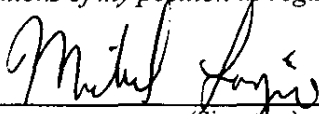
One Progress Plaza, Suite 2210

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

St. Petersburg FL , 33701

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.*

  
(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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WJ LYNCH INVESTOR SERVICES 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 TWENTY-EIGHTH DAY OF AUGUST, A.D. 2006.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5004033

DATE: 08-28-06