

# M09000003299

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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

Morgan Stanley Smith Barney Financing LLC

Certificate of Status	0
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**J. BRYAN**

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**EXAMINER**

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**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 TRANACT BUSINESS IN THE STATE OF FLORIDA.

### 1. Morgan Stanley Smith Barney Financing LLC

(Name of Foreign Limited Liability Company, must include "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 include "Limited Liability Company," "L.L.C." "LLC.")

## 2. Delaware

Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 27 - 0179944

(FEI number, if applicable)

4 04/15/2009

(Date of Organization)

## 5. Perceptual

(Duration: Year limited liability company will cease to exist or "perpetual")

6

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

1585 Broadway, New York, NY 10036

(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:

SEE ATTACHMENT

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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:

### Finance Holding Company

Chayl A. Garsmann

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.)

Cheryl A. Grassmann

Typed or printed name of signee

**Morgan Stanley Smith Barney Financing LLC**

**Address for all Managers:**

**1585 Broadway  
New York, NY 10036 USA**

**MANAGERS**

James Gorman  
Charles Johnston  
Jeffrey Gelfand  
Anne Cooney  
Anita Rios  
Debra Aaron  
Jeffrey Brodsky  
Eric Grossman  
Harvey Mogenson  
Louis A. Palladio, Jr.  
James Rosenthal  
Bruce R. Sandberg  
Jessica Gorman Taylor  
Cheryl A. Grassmann  
Jeanne Greeley O'Regan  
Charlene R. Herzer  
James J. Killerlane III  
Susan M. Krause  
Christine Cochet  
Kevin P. Mooney  
Robert Vesey

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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:

Morgan Stanley Smith Barney Financing LLC

If unavailable, the alternate to be used in the state of Florida is:

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

C T Corporation System  
(Name)

1200 South Pine Island Road  
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324  
City/State/Zip

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*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.*

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By Joanne McCarthy  
(Signature)

**Joanne McCarthy**  
**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)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MORGAN STANLEY SMITH BARNEY FINANCING 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 TWENTIETH DAY OF AUGUST, A.D. 2009.

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 "MORGAN STANLEY SMITH BARNEY FINANCING LLC" WAS FORMED ON THE FIFTEENTH DAY OF APRIL, A.D. 2009.

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Jeffrey W. Bullock, Secretary of State  
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