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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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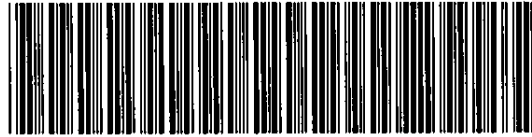
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(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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10 FEB 19 AM 9:07  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

B. KOHR  
FEB 22 2010  
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 290407 4327724

AUTHORIZATION :

COST LIMIT : \$ 160.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 FEB 19 AM 9:07

ORDER DATE : February 19, 2010

ORDER TIME : 1:15 PM

ORDER NO. : 290407-005

CUSTOMER NO: 4327724

FOREIGN FILINGS

NAME: CARL MARKS ADVISORY GROUP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kimberly Moret -- EXT# 2949

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

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Carl Marks Advisory Group 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. New York

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. October 15, 1997

(Date of Organization)

5. Perpetual

(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)

7. 900 Third Avenue, 33rd 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:

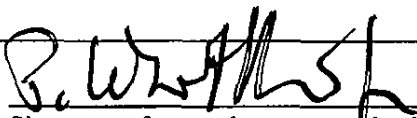
Managing Members: Mark L. Claster; Meyercord Advisors Inc.; P. Wooland Harris, Jr.;

Marc. L. Pfefferle; Keara Erras LLC; Richard A. Heller.

All are located at 900 Third Avenue, 33rd floor, 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: See attachment.



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.)

P. Wooland Harris, Jr.

Typed or printed name of signer

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STATE  
SECRETARY OF  
CORPORATIONS  
10 FEB 19 AM 9:07

**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:

Carl Marks Advisory Group LLC

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

\_\_\_\_\_

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: 

(Signature)

**Kimberly B. Moret**  
**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)

11. Nature of business or purpose to be conducted or promoted in Florida:

Any lawful act or activity, including the provision of investment banking services, financial services and consulting and advisory services in the nature of merger, acquisition, restructuring and corporate finance activities, and investment services in the field of managed troubled businesses or businesses in corporate renewal or recovery.

**State of New York**  
**Department of State** } **ss:**

*I hereby certify, that CARL MARKS CONSULTING GROUP, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 10/15/1997, and that the Limited Liability Company is existing so far as shown by the records of the Department.*

*A Certificate of Amendment CARL MARKS CONSULTING GROUP, LLC, changing its name to CARL MARKS ADVISORY GROUP LLC, was filed 12/28/2005.*



\*\*\*

*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 18th day of February  
two thousand and ten.*

Daniel Shapiro  
First Deputy Secretary of State