

#M10000004507

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

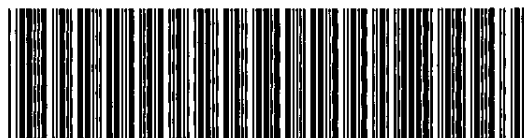
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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04/10/12--01018--020 **60.00

FILED
12 APR 10 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
APR 11 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cohen & Company Capital Markets, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed withdrawal and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey Silberman, General Counsel
(Name of Person)

The PrinceRidge Group LLC
(Firm/Company)

1633 Broadway, 28th Floor
(Address)

New York, NY 10019
(City/State and Zip Code)

For further information concerning this matter, please call:

Jeffrey Silberman at (646) 792-5609
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☐ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☒ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

FILED
12 APR 10 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cohen & Company Capital Markets, LLC

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

M10000004507

(Florida Document Number)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

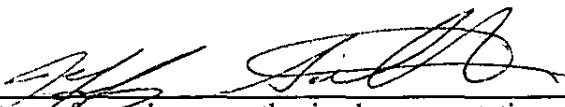
1633 Broadway, 28th Floor

(Mailing address)

New York, NY 10019

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.



(Signature of member or authorized representative of a member)

Jeffrey Silberman

(Typed or printed name of signee)

Filing Fee: \$25.00

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

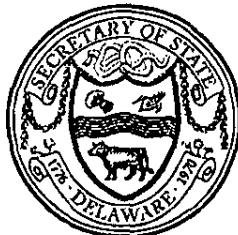
"COHEN & COMPANY CAPITAL MARKETS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,


WITH AND INTO "THE PRINCERIDGE GROUP LLC" UNDER THE NAME OF "THE PRINCERIDGE GROUP LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2012, AT 3:04 O'CLOCK P.M.

4630517 8100M

120198614

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9380706

DATE: 02-22-12

Certificate of Merger

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

1. The name of each constituent company is COHEN & COMPANY CAPITAL MARKETS, LLC, a Delaware limited liability company and THE PRINCERIDGE GROUP LLC, a Delaware limited liability company.
2. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent companies.
3. The name of the surviving company is THE PRINCERIDGE GROUP LLC, a Delaware limited liability company.
4. The Certificate of Formation of the surviving company, as in effect immediately prior to the effective time of the merger, shall be the Certificate of Formation of the surviving company.
5. The Agreement of Merger is on file at 1633 Broadway, 28th Floor, New York, NY 10019, the place of business of the surviving company.
6. A copy of the Agreement of Merger will be furnished by the surviving company on request, without cost, to any member of the constituent companies.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the surviving company has caused this certificate to be signed by an authorized officer the 17 day of February, 2012.

THE PRINCERIDGE GROUP LLC

By Colette C. Dow

Name: Colette C. Dow

Title: COO