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☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

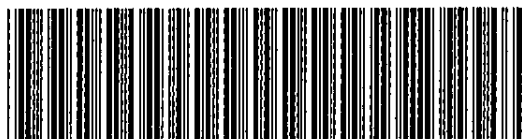
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DATE: 11-16-2011

NAME: PKF CONSULTING (USA) LLC

**TYPE OF FILING: APPLICATION BY FOREIGN LLC TO TRANSACT
BUSINESS IN FLORIDA**

COST: \$155

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PKF Consulting USA, 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:

Alison Cook

Name of Person

Ferrante and Associates

Firm/Company

126 Prospect St.

Address

Cambridge, MA 02139

City/State and Zip Code

akc@ferranteandassociates.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alison Cook

Name of Person

at (617) 868-5000, ext. 225

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. PKF Consulting USA, 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

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

3. _____

(FEI number, if applicable)

4. 9/8/2011

(Date of Organization)

5. perpetual

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

6. upon registration

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

7. 50 California Street, 19th Floor, San Francisco, CA 94111

(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 Attached.

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: _____

real estate brokerage, sales, rentals, management and other related services

Dylan E. Taylor
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Dylan E. Taylor, Manager & Chairperson

Typed or printed name of signee

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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:

PKF Consulting USA, 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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

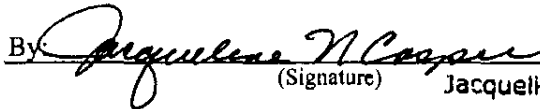
FL 32301

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)

Jacqueline N. Casper, Assistant VP

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

PKF Consulting USA, LLC

Managers

Manager # 1:

Name: DAVID E. ARNOLD

Address: 8 PENN CENTER PLAZA, 19TH FLOOR, PHILADELPHIA, PA 19103, USA

Manager #2:

Name: DYLAN E. TAYLOR

Address: 47 AMARANTH DRIVE, LITTLETON, CO 80127, USA

Manager #3:

Name: DANIEL L. SPIEGEL

Address: 2 NORTH LASALLE STREET, SUITE 800, CHICAGO, IL 60602, USA

Manager #4:

Name: THOMAS E. CALLAHAN

Address: 50 CALIFORNIA STREET, 19TH FLOOR, SAN FRANCISCO, CA 94111, USA

Manager #5:

Name: CAROLYN J. SIDOR

Address: 176 FEDERAL STREET, BOSTON, MA 02110, USA

SOLE MEMBER:

Name: PGP Holdings (US), Inc.

Address: 601 Union Street, Suite 4800, Seattle, WA 98101

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PKF CONSULTING USA, 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 NINTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PKF CONSULTING USA, LLC" WAS FORMED ON THE EIGHTH DAY OF SEPTEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5035085 8300

111181158

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9146283

DATE: 11-09-11

PKF Consulting, Inc.

**50 California Street, 19th Floor
San Francisco, CA 94111**

November 15, 2011

Re: Consent to Use of Name "PKF Consulting"

Dear Sir/Madam:

The undersigned corporation, desiring to consent to the use of its corporate name by PKF Consulting USA, LLC, an affiliated limited liability company, hereby certifies that:

1. The name of the entity executing this Consent to Use of Name is:

PKF Consulting, Inc.

2. The date of its formation as a domestic corporation in the State of Delaware is January 2, 1992.

3. The entity entitled to the benefit of this Consent to Use of Name is:

PKF Consulting USA, LLC

Very truly yours,



Michael Arnette, Secretary
PKF Consulting, Inc.