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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

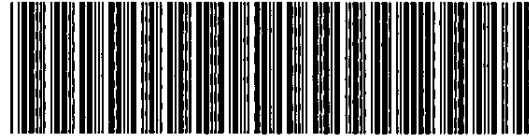
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/19/12--01021--026 **87.50

01/02/13--01009--003 **42.50

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2013 JAN -2 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan JAN -4 2013

CANNELL CAPITAL LLC

310 Pearl Street, Unit A
PO Box 3459
Jackson, WY 83001

Tel (307) 733-2284 **Fax** (443) 606-0067
✉ jcc@cannellcap.com

December 14, 2012

Pamela Smith
Division of Corporations
PO Box 6327
Tallahassee, FL
32314

Ref No. W1200053969

Dear Ms. Smith,

Enclosed please find the revised application for Cannell Capital LLC (our first attempt had mistakenly used the Corporation form instead of the Limited Liability Company form).

Also enclosed is payment for the remaining fees. You noted that the fees we already submitted will be applied, so we have enclosed a net amount of \$42.50 to cover the balance on the filing fee for application, the designation of registered agent and the certificate of status.

If you have any questions, please contact my assistant Jennifer Cary at 415-835-8323.

Sincerely,

J. Carlo Cannell
Managing Member



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 22, 2012

JENNIFER CARY
CANNELL CAPITAL LLC
P O BOX 3459
JACKSON, WY 83001

SUBJECT: CANNELL CAPITAL LLC
Ref. Number: W12000053969

We have received your document for CANNELL CAPITAL LLC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a foreign corporation, but your entity is a foreign limited liability company. Please complete and return the enclosed blank form(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 012A00025911

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cannell Capital 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:

J. Carlo Cannell
Name of Person

Cannell Capital LLC
Firm/Company

310 E. Pearl St., Unit A, PO Box 3459
Address

Jackson, WY 83001
City/State and Zip Code

info@cannellcap.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Cany at (415) 835-8323
Name of Person 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. Cannell Capital 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. originally California; then Wyoming
(Jurisdiction under the law of which foreign limited liability company is organized)

EIN: 2006-000518317

3. Tax ID: 94-336-6999
(FEI number, if applicable)

4. 08-07-96; 07-17-06
(Date of Organization)

5. June 26, 2043
(Duration: Year limited liability company will exist or "perpetual")

6. Aug 31, 2012
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. There is no office. However, an employee moved to Florida and conducts investment research from his new residence: 25-160th Ave
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐ Redington Beach, FL 33708

9. The name and usual business addresses of the managing members or managers are as follows:

mailing: J. Carlo Cannell Physical: 310 E. Pearl St., Unit A
Po Box 3459 Jackson, WY 83001
Jackson, WY 83001

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: Non-sales, Broker-Investments

Carlo Cannell
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.)

J. Carlo Cannell
Typed or printed name of signer

**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:

Cannell Capital 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:

Sharon M. Niblack

(Name)

1010 - E. North Bay St.

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

Tampa

FL

33603-4332

City/State/Zip

FILED
2013 JAN -2 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Sharon M. Niblack

(Signature)

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

State of Wyoming

Office of the Secretary of State



United States of America,
State of Wyoming } ss.

I, MAX MAXFIELD, Secretary of State of the State of Wyoming, do hereby certify that according to the records in the office of the Secretary of State of Wyoming, **Cannell Capital LLC**, a limited liability company originally organized under the laws of California on August 07, 1996, did on July 17, 2006 apply for a Certificate of Organization and filed Articles of Continuance in the office of the Secretary of State of Wyoming.

I FURTHER CERTIFY that this limited liability company has renounced its state or country of organization and is now organized under the laws of the state of Wyoming and is in good standing as of the date of this certificate.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 24th day of September A.D., 2012.



Max Maxfield

Secretary of State

By *Christine M. Starn*
