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RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
10 ADOPTED  
SUFFICIENCY OF FILING  
2014 MAY 13 PM 4:29

FILED  
14 MAY 13 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 14 2014

T. BROWN



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 130676 5168212

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 125.00

ORDER DATE : May 13, 2014

ORDER TIME : 2:52 PM

ORDER NO. : 130676-005

CUSTOMER NO: 5168212

FOREIGN FILINGS

NAME: UBS USA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

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

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: UBS 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:

**Margaret Heckler**

Name of Person

**UBS AG**

Firm/Company

**6677 Washington Blvd**

Address

**Stamford, CT 06902**

City/State and Zip Code

**Peggy.heckler@UBS.com**

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

For further information concerning this matter, please call:

**Margaret Heckler**

Name of Contact Person

at ( **203** ) **719-5534**

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 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. UBS 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. DE

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

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

(FEI number, if applicable)

4. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. \_\_\_\_\_

UBS AG, 677 WASHINGTON BLVD., STAMFORD, CT 06902

(Street Address of Principal Office)

6. Same as above

(Mailing Address)

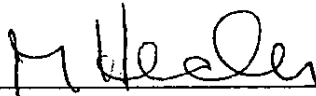
7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

• Kathleen Lynch, Chairwoman/Managing Director, c/o UBS AG, 1285 Avenue of the Americas, NY, NY 10019

• Wanda Lyle, President/CEO, UBS 424 Church Street, Nashville, TN 37219

• Patrick Canavan, CFO, c/o UBS AG, 677 Washington Ave, Stamford CT 06902

8. 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)



Signature of an authorized person

(In accordance with section 605.0203, 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.)

Margaret Heckler, Assistant Secretary

Typed or printed name of signee

FILED  
MAY 13 PM 3:07  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

UBS 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 605, Florida Statutes.*

Corporation Service Company

By: 

(Signature)

**Sue G. Knight**  
**Assistant Vice President**

\$ 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*

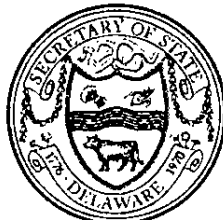
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UBS USA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MAY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UBS USA LLC" WAS FORMED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3331415 8300

140619431



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1367885

DATE: 05-13-14