

M98000001494

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

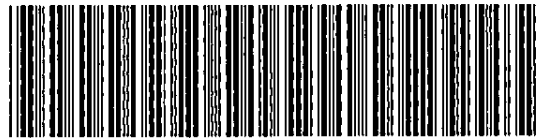
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B. KOHR
OCT 27 2011
EXAMINER



000213097860

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11 OCT 27 PM 4:11

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11 OCT 27 PM 4:26

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11 OCT 26 PM 4:25

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 959045 4302990
AUTHORIZATION : *Squibb Levan*
COST LIMIT : \$ 25.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 OCT 27 PM 4:26

ORDER DATE : October 26, 2011
ORDER TIME : 10:35 AM
ORDER NO. : 959045-015
CUSTOMER NO: 4302990

FOREIGN FILINGS

NAME: PRAGER, SEALY & CO., LLC

XX LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd -- EXT#

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Prager, Sealy & Co., LLC
(Name of Foreign Limited Liability Company)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 OCT 27 PM 4:26

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Anthony Lebron
(Name of Person)

LATHAM & WATKINS LLP
(Firm/Company)

355 South Grand Avenue
(Address)

Los Angeles, CA 90071
(City/State and Zip Code)

For further information concerning this matter, please call:

Anthony Lebron at (213) 485-1234
(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 TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 OCT 27 PM 4:26

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Prager, Sealy & Co., LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 12/14/1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? October 17, 2011
5. New name of the limited liability company: Prager & Co., LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

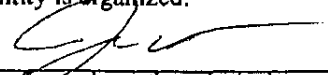
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Fredric J. Prager

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 THAT "PRAGER & CO., LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE SECOND DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PRAGER, MCCARTHY & SEALY, LLC" TO "PRAGER, SEALY & CO., LLC", FILED THE TWENTY-NINTH DAY OF JANUARY, A.D. 2003, AT 6:31 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PRAGER, SEALY & CO., LLC" TO "PRAGER & CO., LLC", FILED THE SEVENTEENTH DAY OF OCTOBER, A.D. 2011, AT 2:56 O'CLOCK P.M.

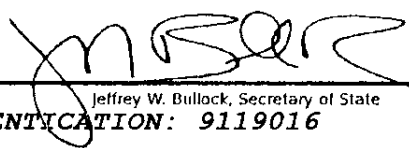
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "PRAGER & CO., LLC".

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

2962190 8310

111140427




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9119016

DATE: 10-27-11