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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Leverage Loan Trading Holdings Inc.

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ARTICLES OF INCORPORATION
OF
LEVERAGED LOAN TRADING HOLDINGS INC.

The undersigned, acting as incorporator of Leveraged Loan Trading Holdings Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Leveraged Loan Trading Holdings Inc.

ARTICLE II. ADDRESS

The mailing address of the Corporation is:

450 Royal Palm Way
Palm Beach, Florida 33480

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence upon filing these Articles of Incorporation.

ARTICLE IV. PURPOSE

The purpose of the Corporation is to (i) form and directly or indirectly capitalize Luxembourg Trading Finance S.a.r.l., (ii) to acquire, exercise its rights and perform its duties as holder and dispose of non-recourse securities of Luxembourg Trading Finance S.a.r.l. and Marcy 2 Limited, (iii) to acquire, exercise its rights and perform its duties as a holder of and dispose of instruments issued by non-Affiliates (as defined below), (iv) to loan excess funds from time to time to Lehman Brothers Holdings, Inc. and (v) to take any actions to directly or indirectly facilitate the accomplishment of the foregoing purposes permitted under the laws of the United States and the State of Florida.

As used in these Articles of Incorporation, "Affiliate" means any person directly or indirectly controlling, controlled by, or under common control with the Corporation. As used in this definition, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through ownership of voting securities, by contract or otherwise. "Affiliated with" shall have correlative meaning.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have three directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Bradford Deflin	450 Royal Palm Way Palm Beach, FL 33480
Gary Bachman	745 Seventh Avenue, 6 th Floor New York, NY 10270
Jenny Wong	745 Seventh Avenue, 6 th Floor New York, NY 10019

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Bradford Deflin	450 Royal Palm Way Palm Beach, FL 33480

The incorporator of the Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a Corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

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ARTICLE X. DISSOLUTION

In the event of dissolution, the Corporation shall conduct only such activities as are necessary to wind up its affairs (including the liquidation of any liabilities and the sale of any assets of the Corporation in an orderly manner), and the assets of the Corporation shall be applied in the manner, and in the order of priority, set forth in the Florida Business Corporation Act.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, has executed these Articles of Incorporation this 30th day of October, 2007.


Bradford Deffin, Incorporator

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 30th day of October, 2007.

Corporation Service Company
Registered Agent

By: 

Harry B. Davis
Asst. Vice President