

Filing Fee: \$50.00

ID Number: 00123750



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

Pursuant to the provisions of Section 7-1.2-1412 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is RBC Capital Markets Corporation
2. It is incorporated under the laws of Minnesota
3. It is not transacting business in the state of Rhode Island.
4. It hereby surrenders its authority to transact business in the state of Rhode Island.
5. It revokes the authority of its registered agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to transact business in this state may subsequently be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.
6. The post office address to which the Secretary of State may mail a copy of any process against the corporation that is served on the Secretary of State:
Three World Financial Center, 200 Vesey Street, 5th Floor, New York City, NY 10281
7. As required by Section 7-1.2-1413 of the General Laws, the corporation has paid all fees and taxes.
8. If the corporation is in the hands of a receiver or trustee, this Application for Certificate of Withdrawal must be executed on behalf of the corporation by the receiver or trustee.
9. This Application for Certificate of Withdrawal shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

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SECRETARY OF STATE
DIVISION OF BUSINESS SERVICES

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Withdrawal, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 8/30/12

Esther S. Hellwig
Signature of Authorized Officer of the Corporation

FILED

Esther Hellwig, Secretary
Type or Print Name of Authorized Officer

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29-184037



STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

C J BERGNER
PARASEARCH INC
222 JEFFERSON BLVD STE 200
WARWICK, RI 02888

LETTER OF GOOD STANDING

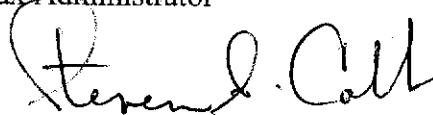
It appears from our records that **RBC CAPITAL MARKETS CORPORATION** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **11/21/2012** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

WITHDRAWAL FOR SECRETARY OF STATE

Very truly yours,


David M. Sullivan
Tax Administrator


Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

2012 NOV 26 PM 12:15
STATE OF RHODE ISLAND
DEPARTMENT OF REVENUE
CORPORATIONS DIV

48392431:10398640



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

