



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

FILED EFFECTIVE

08 OCT 14 AM 11:36

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

P&B Capital Group, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: NY

4. The name and complete street address of the registered agent in Idaho is:

Corporation Service Company, 1401 Shoreline Drive, Suite 2, Boise, ID 83702

5. The street and mailing address of the limited liability company's principal office in Idaho is:

Street Address

Mailing Address, if different

6. The street and mailing addresses of the limited liability company's office in the jurisdiction under whose laws it is organized is:

461 Ellicott Street, 3rd Floor

Street Address

Buffalo, NY 14203

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Sean J. Welch

14 Beatrix Circle, Lancaster NY 14086

8. Signature of an authorized person:

Authorized Signature

Sean J. Welch

Typed Name

Secretary of State use only

IdahoFormalLLCFormSubstAuthForeignLLC
Revised 07/2008

IDAHO SECRETARY OF STATE
10/14/2008 05:00
CK: NONE CT: 1157 BH: 1139979
1 100.00 = 100.00 REGFORLLC # 2
1 20.00 = 20.00 EXPDITE C # 3

W 78398

**State of New York
Department of State } ss:**

I hereby certify, that PHILLIPS & BURNS, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 04/23/2004, and that the Limited Liability Company is existing so far as shown by the records of the Department.

A Certificate of Amendment PHILLIPS & BURNS, LLC, changing its name to P&B CAPITAL GROUP, LLC, was filed 06/27/2008.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of October
two thousand and eight.*

Daniel Shapiro
Special Deputy Secretary of State