

2011 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# G35222

FILED
Mar 21, 2011
Secretary of State

Entity Name: COUNSEL RB CAPITAL INC.

Current Principal Place of Business:

40 KING STREET WEST
SUITE 3200
TORONTO, ON M5H 3Y2

New Principal Place of Business:

1 TORONTO STREET
SUITE 700
TORONTO, ON M5C 2V6

Current Mailing Address:

40 KING STREET WEST
SUITE 3200
TORONTO, ON M5H 3Y2

New Mailing Address:

1 TORONTO STREET
SUITE 700
TORONTO, ON M5C 2V6

FEI Number: 59-2291344

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

TCS CORPORATE SERVICES INC.
515 E. PARK AVE.
TALLAHASSEE, FL 32301 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

OFFICERS AND DIRECTORS:

Title: PRED
Name: SILBER, ALLAN C
Address: 1 TORONTO STREET, SUITE 700
City-St-Zip: TORONTO, ON M5C 2V6

Title: S
Name: WEINTRAUB, STEPHEN A
Address: 1 TORONTO STREET, SUITE 700
City-St-Zip: TORONTO, ON M5C 2V6

Title: D
Name: HEATON, HAL B
Address: BRIGHAM YOUNG UNIVERSITY
City-St-Zip: PROVO, UT 84602

Title: D
Name: SHIMER, SAMUEL L
Address: 245 N. BEDFORD ROAD
City-St-Zip: CHAPPAQUA, NY 10514

Title: D
Name: TOH, HENRY Y
Address: 1111 HERMANN DRIVE, SUITE 6E
City-St-Zip: HOUSTON, TX 77004

Title: D
Name: TUROCK, DAVID L
Address: 3121 NE 57TH COURT
City-St-Zip: FORT LAUDERDALE, FL 33308

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: STEPHEN A WEINTRAUB

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03/21/2011

Electronic Signature of Signing Officer or Director

_____ Date