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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 NOV 30 PM 3:35  
**FILED**

12/17  
M. K. [Signature]

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HSBC Securities, Inc.  
(Name of corporation)

**DOCUMENT NUMBER:** 831700

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lourdes Smart  
(Name of person)

HSBC Securities (USA) Inc.  
(Name of firm/company)

452 Fifth Avenue - Tower 7  
(Address)

New York, New York 10018  
(City/state and zip code)

For further information concerning this matter, please call:

Lourdes Smart at ( 212 ) 525-5456  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

**FILED**  
04 NOV 30 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

831700  
\_\_\_\_\_  
(Document number of corporation (if known))

1 \_\_\_\_\_  
HSBC Securities, Inc.  
(Name of corporation as it appears on the records of the Department of State)

2 \_\_\_\_\_  
Delaware \_\_\_\_\_ 3. 01/24/1974  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

If the amendment changes the name of the corporation, when was the change effected under the laws of \_\_\_\_\_  
jurisdiction of incorporation? May 20, 1999

HSBC Securities (USA) Inc.  
\_\_\_\_\_  
Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or  
appropriate abbreviation, if not contained in new name of the corporation)


N/A  
\_\_\_\_\_  
If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting  
business in Florida)

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

N/A  
\_\_\_\_\_  
(New duration)

If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
\_\_\_\_\_  
(New jurisdiction)

  
\_\_\_\_\_  
(Signature of a director, president or other officer, if in the hands  
of a receiver or other court appointed fiduciary, by that fiduciary)

William Wong  
\_\_\_\_\_  
(Typed or printed name of person signing)

November 17, 2004  
\_\_\_\_\_  
(Date)

Director of Compliance  
\_\_\_\_\_  
(Title of person signing)

# Delaware

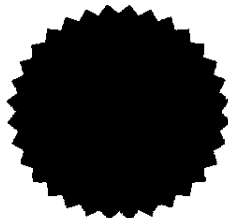
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HSBC SECURITIES, INC.", CHANGING ITS NAME FROM "HSBC SECURITIES, INC." TO "HSBC SECURITIES (USA) INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 1999, AT 3 O'CLOCK P.M.

0736617 8100

040709813



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3385495

DATE: 09-30-04

**CERTIFICATE OF AMENDMENT**  
**OF**  
**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**HSBC SECURITIES, INC.**

HSBC Securities, Inc., a Corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said Corporation, by Unanimous Written Consent dated April 21, 1999, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said Corporation:

**RESOLVED,** that the Restated Certificate of Incorporation of HSBC Securities, Inc. be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:

"1. The name of the Corporation is HSBC Securities (USA) Inc."

**SECOND:** That the sole shareholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

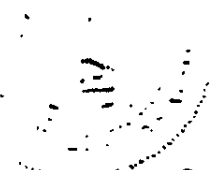
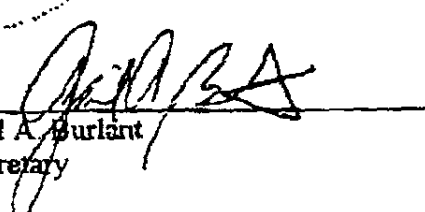
**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the aforesaid amendment is to become effective  
June 1, 1999.

IN WITNESS WHEREOF, said HSBC Securities, Inc. has caused its  
corporate seal to be hereunto affixed and this certificate signed by Anthony F.  
Rademeyer, its President and attested by Gail A. Burlant, its Secretary, this 20<sup>th</sup> day  
of May, 1999.

HSBC Securities, Inc.

  
By: Anthony F. Rademeyer  
President

  
  
Gail A. Burlant  
Secretary