



F01000005567

ACCOUNT NO. : 072100000032

REFERENCE : 181984 5168212

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : October 24, 2001

ORDER TIME : 9:43 AM

ORDER NO. : 181984-005

CUSTOMER NO: 5168212

CUSTOMER: Ms. Jane Nutson
Ubs Ag
677 Washington Boulevard

Stanford, CT 06901

FILED
01 OCT 25 PM 12:44 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
01 OCT 25 AM 11:26

FOREIGN FILINGS

NAME: UBS AMERICAS INC.

8000004652988--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. UBS Americas Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 06-1595848
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 11, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 677 Washington Blvd., Stamford, CT 06901
(Principal office address)

677 Washington Blvd., Stamford, CT 06901
(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized under the laws of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

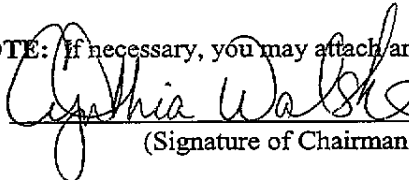
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Cynthia Walshe, Assistant Secretary
(Typed or printed name and capacity of person signing application)

UBS AMERICAS INC.
FEIN: 06-1595848

Board of Directors

Address

John P. Costas

677 Washington Blvd.
Stamford, CT 06901

Joseph J. Grano, Jr.

1285 Avenue of the Americas
New York, NY 10019

Officers

Address

John P. Costas
President,

677 Washington Blvd.
Stamford, CT 06901

Joseph J. Grano, Jr.
General Manager

1285 Avenue of the Americas
New York, NY 10019

Robert C. Dinerstein
Managing Director and Secretary

299 Park Avenue
New York, NY 10171

Robert B. Mills
Managing Director, Treasurer and Chief
Financial Officer

680 Washington Blvd.
Stamford, CT 06901

Kenneth D. Levine
Assistant Treasurer

1000 Harbor Blvd.
Weehawken, NJ 07087

Cynthia Walshe
Assistant Secretary

677 Washington Blvd.
Stamford, CT 06901

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UBS AMERICAS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3257597 8300

AUTHENTICATION: 1408040

010532101

DATE: 10-24-01