

CT

F02000000273

CORPORATION(S) NAME

The Bear Stearns Companies Inc.

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02 JAN 19 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DK

- Profit
- Nonprofit
- Foreign *qual.*
- Limited Partnership
- LLC
- Certified Copy
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12/20/01

(Handwritten circle)

Order#: 4957499

700004735227--6
-12/21/01--01008--002

Ref#:

*****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

kr



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: THE BEAR STEARNS COMPANIES, INC.
Ref. Number: W01000029187

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02 JUN 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE DIVISION OF CORPORATION

We have received your document for THE BEAR STEARNS COMPANIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.,

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 801A00066779

Please back date if possible

*John
for LAUCA EARNEST*

THE BEAR STEARNS COMPANIES, INC.

CERTIFICATE OF SECRETARY

FILED
02 JAN 16 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Kenneth L. Edlow, the duly elected, qualified and incumbent Secretary of The Bear Stearns Companies, Inc., a Delaware corporation (the "Corporation"), do hereby certify that the Executive Committee of the Board of Directors of the Corporation, at a meeting held on January 7, 2002, at which a quorum was present and acting throughout, adopted the following resolutions:

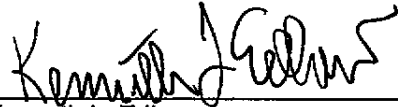
" WHEREAS, the Corporation deems it beneficial to file for authority to do business ("foreign qualified") in the state of Florida; and

WHEREAS, the state of Florida has requested that the Corporation add the suffix (DE) after the Corporation's name in order to avoid a similar name conflict with Bear, Stearns & Co. Inc., which is currently foreign qualified to do business in the State of Florida; and

NOW THEREFORE BE IT RESOLVED, that the Corporation hereby approves the adoption of the use of the alternative name, "The Bear Stearns Companies Inc. (DE)", for use in the state of Florida in order for the Corporation to satisfy the state of Florida's name requirement."

I do further certify that as Secretary as aforesaid, I have custody of the records of the Executive Committee of the Board of Directors of the Corporation, that the aforesaid resolutions are true and correct copies of the resolutions adopted at a duly held and convened meeting and that such resolutions have not been modified, rescinded or revoked and are at present in full force and effect.

IN WITNESS WHEREOF, the undersigned has affixed his signature and the corporate seal of the Corporation this 11 day of January, 2002.



Kenneth L. Edlow
Secretary

[corporate seal]

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
20
MAY 19 8 25 AM
SECRETARY OF STATE
TALLAHASSEE, 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. The Bear Stearns Companies 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. 13-3286161
(State or country under the law of which it is incorporated) (FBI number, if applicable)
- 4. 08/21/1985 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. 383 Madison Avenue, New York, NY 10179
(Principal office address)
- Same
(Current mailing address)

Is a stockholding company.
8. _____
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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.

BY: C T Corporation System
Denise Maestre
(Registered agent's signature) *Denise Maestre, Asst. Secy.*

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 ADDENDUM A
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

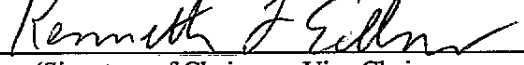
President: SEE ADDENDUM A
Address: _____

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. Kenneth L. Edlow - Secretary
(Typed or printed name and capacity of person signing application)

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02 JAN 16 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Addendum A

The Bear Stearns Companies Inc.

Officers & Directors

NAME	TITLE	BUSINESS ADDRESS
James E. Cayne	Chairman of the Board/ Executive Vice President/ Director	A
Carl D. Glickman	Director	A
Alan C. Greenberg	Director	A
Donald J. Harrington	Director	A
William L. Mack	Director	A
Frank T. Nickell	Director	A
Frederic V. Salerno	Director	A
Alan D. Schwartz	Co-President/Co-Chief Operating Officer/Director	A
Warren J. Spector	Co-President/Co-Chief Operating Officer/Director	A
Vincent Tese	Director	A
Fred Wilpon	Director	A
Samuel L. Molinaro Jr.	Chief Financial Officer/ Senior Vice President-Finance	A
Mark E. Lehman	Executive Vice President/ General Counsel	A
Marshall J Levinson	Controller	A
Michael Minikes	Treasurer	A
Kenneth L. Edlow	Secretary	A
Jeffrey Lipman	Assistant Secretary	A

LEGEND:

A:
383 Madison Avenue
New York, NY 10179

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE BEAR STEARNS COMPANIES 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 FOURTH DAY OF DECEMBER, A.D. 2001.

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

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

FILED
JAN 1 1985 PM 3:25
SECRETARY OF STATE
HALL HASSELL FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2069460 8300

AUTHENTICATION: 1480227

010616005

DATE: 12-04-01