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FOREIGN PROFIT QUALIFICATION

DB Structured Products, Inc.

Certificate of Status	0
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J. BRYAN JUL 21 2004

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO REGISTER TO
CONDUCT 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.

DB Structured Products, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

Delaware 3. 13-2653281

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

February 4, 1970

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

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, P.S.)

60 Wall Street (NYC 60-4006), New York, NY 10005

(Principal office address)

60 Wall Street (NYC 60-4006), New York, NY 10005

(Current mailing address)

Purchase and sale of mortgage loans

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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)

Registered agent's acceptance:

I, being duly qualified as registered agent and to accept service of process for the above stated corporation in 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.

C.T. Corporation System

By: Carroll A. Ryan
(Registered agent's signature)

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.

Names and business addresses of officers and/or directors:

4. DIRECTORS

Chairman: Richard W. Ferguson

Address: 60 Wall Street

New York, NY 10005

Vice Chairman:

Address:

Director: Scott Bowen

Richard d'Albert

Address: 60 Wall Street

60 Wall Street

New York, NY 10005

New York, NY 10005

Director: Michael A. Commaroto

Joseph J. Rice

Address: 60 Wall Street

60 Wall Street

New York, NY 10005

New York, NY 10005

5. OFFICERS:

President: Michael A. Commaroto

Address: 60 Wall Street

New York, NY 10005

Vice President: Joseph J. Rice

Address: 60 Wall Street

New York, NY 10005

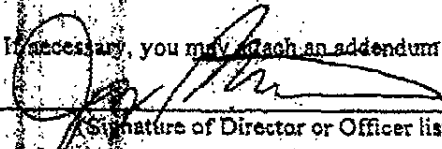
Secretary: Jay Struss

Address: 60 Wall Street, New York, NY 10005

Treasurer: Scott Bowen

Address: 60 Wall Street, New York, NY 10005

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

1.  (Signature of Director or Officer listed in number 12 of the application)

2. Jay Struss, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

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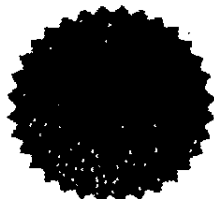
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DB STRUCTURED PRODUCTS, 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 NINETEENTH DAY OF JULY, A.D. 2004.

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
2004 JUL 20 AM 9:50
JULIENNE CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0742229 8300

AUTHENTICATION: 3239646

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DATE: 07-19-04