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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

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

(Name of corporation	curtites (USA) Inc. n: must include the word "INCOF Import in language as will clearly so contained in the name at pres	y indicato that it is a	PANY, "CORPORATION", or words or corporation instead of a natural person
2. New York (State or country und	for the law of which it is incorpor	nlod)	3. 13-3227945 (FEI number, If applicable)
4. 7/20/84	5	Perpetual	orp. will cease to exist or "perpetual")
(Date of Incorp	oration)	(Duration: Teat &	np, will coase to exist of perpetually
6. 1/3/95			
(Date first transacted) 7. 181 W. Mad1:	business in Flodda. (See sections) Bon Street	ins 607.1501, 607.15	02, and 817.156, F.S.))
	17		
Chicago, II	(Current mailing address)	<u></u>	
Florida) 9. Name and street a	ation authorized in home state of discrete discrete of Florida registered at CT Corporation System	agent:	dout in the state of the Business Corporation Law of the State of New York.
Office Address:	1200 South Pine Le	land Road	
	Plantation , Floric	_{fa.} 33324	PH 2
		(Zip Code)	2:44 2:44
designated in this appli further agree to comply and I am familiar with a	registered agent and to accept so cation. I hereby accept the appoint with the provisions of all statute and accept the obligation of my provisions of all statute. (Registered agent) Beth A. Pope	Intment as registered s relative to the proposition as registered significant	the above stated corporation at the place agent and agree to act in this capacity. I er and complete performance of my duties,
(FL - 2189 - 11/16/94)	(Type Name a	nd Title of Officer)	i

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	addrossos	of	officers and	Vor d	liroc	tors:
-----	-------	-----	-----------	----	--------------	-------	-------	-------

A.	DIRECTORS		
	Chairman:	Refn Coolen	
		AA 4410 - Foppingadreef Postbus 283 FA Amsterdam, Amsterdam SF Netherlands	
	Vice:Ghairr	nen: Thomas J. Johnston	
	Address:	181 W. Madison Street	
		Chicago, Illinoia 60602	
	Director:	Edward F. Wajda	
	Address: _	181 W. Madison Street	
	_	Chicago, Illinois 60602	
	Director:	G. David Woods	
	Address:	335 W. Madison Avenue, 14th Floor	
		New York, New York 10017	
В.	OFFICERS		
	President:	Thomas J. Johnston and G. David Woods	
	Address: _	181 W. Madison St. 335 Madison Ave., 14th	Floor
	-	Chicago, IL 60602 New York, NY 10017	
	Vice Presid	dent: Debra Basili	
	Address:	181 W. Madison Street	
	- -	Chicago, Illinois 60602	
	Secretary:	Kirk P. Flores	
	Address: _	135 S. LaSalle Street	
	-	Chicago, Illinois-60674 -9135	

, ir	asuror: N/A
' Ac	iross:
NOTE: If noce and/or directors	sary, you may attach an addendum to the application listing additional officers
13. Signature of application)	Chairman, Vice Chairman, or any officer listed in number 12 of the
14, <u>Ktrl</u> (Typed or pr	P. Flores. Secretary nted name and capacity of person signing application)

95 JUL 14 FH 2: 44

State of New York Department of State

I hereby certify, that the certificate of incorporation of ABN AMRO SECURITIES (USA) INC. was filed on 07/20/1984, under the name of ABN INTERNATIONAL CAPITAL HARKETS CORPORATION, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment ABN INTERNATIONAL CAPITAL MARKETS CORPORATION, changing name to ABN CAPITAL MARKETS CORPORATION, was filed 12/14/1988.

A Certificate of Amendment ABN CAPITAL MARKETS CORPORATION, changing name to ABN AMRO SECURITIES (USA) INC., was filed 01/10/1991.

Witness my hand and the official scal
of the Department of State at the City
of Albany, this 12th day of July
who one thousand nine hundred and
ninety five

Secretary of State

199507130006

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APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed	1)
1 ABN AMRO Securities ((USA) Inc.
Name of corporation as it appear	ars within the records of the Department of State.
2. Incorporated under laws of:	New York
3. Date authorized to do business in I	Florida: July 14, 1995
SECTION II (4-7 complete only the	applicable changes)
4. If the amendment changes the nan under the laws of its jurisdiction of inc	ne of the corporation, when was the change effected corporation?
January 2, 1997	
5. Name of corporation after the amer corporated", or appropriate abbreviat	ndment, adding suffix "corporation," "company," "in- ion, if not contained in new name of the corporation
ABN AMRO Chicago Corporation	
6. If the amendment changes the peri	od of duration, indicate new period of duration
N/A	
7. If the amendment changes the juris	diction of incorporation, indicate new jurisdiction
N/A	
,	
- Lung Jan - "	February 10, 1997
Signature	Date
Name and Title	

(FLA. - 2251 - 3/19/93)

Perry L. Taylor, Jr. Secretary

State of New York Department of State

I hereby certify, that the certificate of incorporation of ABN AMRO CHICAGO CORPORATION was filed on 07/20/1984, under the name of ABN INTERNATIONAL CAPITAL MARKETS CORPORATION, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

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A Certificate of Amendment ABN CAPITAL MARKETS CORPORATION, changing name to ABN AMRO SECURITIES (USA) INC., was filed 01/10/1991.

A Certificate of Amendment ABN AMRO SECURITIES (USA) INC., changing name to ABN AMRO CHICAGO CORPORATION, was siled 01/02/1997.

Witness my hand and the official seal of flie Department of State at the City of Albany, this 07th day of February one thousand nine hundred and ninety seven.

Special Deputy Secretary of State

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