F95000003379

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

500001538175
-07/14/95--01052--016
*****52.50 *****52.50

500001538175
-07/14/95--01052--015
*****70.00 *****70.00

CORPORATION(S) NAME

ABN Amro Securities (USA) Inc.

95 JUL 14 PM 2:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(✓) Profit
() NonProfit
() Limited Liability Company
(✓) Foreign

() Amendment
() Dissolution/Withdrawal

() Merger
() Mark

() Limited Partnership
() Reinstatement

() Annual Report
() Reservation

() Other
() Change of R.A.
() Fictitious Name

(✓) Certified Copy

() Photo Copies

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(✓) Pick Up

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. ABN AMRO Securities (USA) 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. New York
(State or country under the law of which it is incorporated)

3. 13-3227945
(FEI number, if applicable)

4. 7/20/84
(Date of incorporation)

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

6. 1/3/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 181 W. Madison Street
Chicago, Illinois 60602
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 14 PM 2:44

9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Beth A. Pope
(Registered agent's signature) (Officer)

Beth A. Pope, Asst. Secy.
(Type Name and Title of Officer)

(FL-2189 - 11/16/94)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Hein Coolen

Address: AA 4410 - Foppingadreef
Postbus 283
EA Amsterdam, Amsterdam SE Netherlands

Vice Chairman: Thomas J. Johnston

Address: 181 W. Madison Street
Chicago, Illinois 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

B. OFFICERS

President:s 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 President: Debra Basili

Address: 181 W. Madison Street
Chicago, Illinois 60602

Secretary: Kirk P. Flores

Address: 135 S. LaSalle Street
Chicago, Illinois 60674 - 9135

(FLA. 2189)

Treasuror: N/A

Address:

NOTE: If nocessary, you may attach an addondum to the application listing additional officors and/or directors.

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

14. Kirk P. Flores, Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF ...
95 JUL 14 PM 2:44

State of New York | ss:
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 MARKETS 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 seal of the Department of State at the City of Albany, this 12th day of July one thousand nine hundred and ninety-five

Alexander F. Treadwell

Secretary of State

199507130006

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 14 PM 2:44

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F95000003379

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

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-02/13/97--01082--023
*****35.00 *****35.00

CORPORATION(S) NAME

ABN Amro Securities (USA) Inc.
changing name to:
ABN Amro Chicago

97 FEB 13 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

() Profit
() NonProfit
( ) Limited Liability Co.
(X) Amendment
() Merger
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2-13-97

Name Change
2/13/97
DC

CR2E031 (1-89)

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

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97 FEB 13 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. ABN AMRO Securities (USA) Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: New York

3. Date authorized to do business in Florida: July 14, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

January 2, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

ABN AMRO Chicago Corporation

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

N/A

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

N/A

Signature
Name and Title
Perry L. Taylor, Jr. Secretary

February 10, 1997
Date

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

State of New York } ss:
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.

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.

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

STATE OF NEW YORK DEPARTMENT OF STATE

Witness my hand and the official seal of the 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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