

Document Number

# F99000006197

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

400003057824--5  
-12/01/99--01042--026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

DLJdirect, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Change
- Fictitious Name
- Additions
- Pick Up

*Qualification*

*(S)*

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LAURA EARNEST

*MR 12/1/99*

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

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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. DLJdirect, 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 (State or country under the law of which it is incorporated) 3. 13-3902248 (FEI number, if applicable)

4. August 2, 1996 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. Harborside Financial Center, Jersey City, New Jersey 07311  
(Current mailing address)

8. See attached purpose clause  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 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.*

C T Corporation System  
Hillary England  
(Registered agent's signature) (Officer)

Hillary England Assistant Secretary  
(Type Name and Title of Officer)

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

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

A. DIRECTORS

Chairman: Richard Brueckner  
Address: Harborside Financial Center  
Jersey City, New Jersey 07311

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: see attached list of directors  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: see attached list of officers  
Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

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

14. Marjorie S. White, Secretary  
(Typed or printed name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of  
DLJdirect, Inc.**

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1. Richard Brueckner  
Harborside Financial Center  
Jersey City, New Jersey 07311
2. K. Blake Darcy  
Harborside Financial Center  
Jersey City, New Jersey 07311
3. Gates H. Hawn  
Harborside Financial Center  
Jersey City, New Jersey 07311
4. Michael J. Hogan  
Harborside Financial Center  
Jersey City, New Jersey 07311
5. Richard S. Pechter  
Harborside Financial Center  
Jersey City, New Jersey 07311
6. Glenn H. Tongue  
277 Park Avenue  
New York, New York 10172

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
DLJdirect, Inc.**

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1. K. Blake Darcy, Chief Executive Officer  
Harborside Financial Center  
Jersey City, New Jersey 07311
2. Michael J. Hogan, Sr. VP, General Counsel & Asst. Secretary  
Harborside Financial Center  
Jersey City, New Jersey 07311
3. Glenn H. Tongue, President  
277 Park Avenue  
New York, New York 10172
4. Scott Aschoff, Vice President & CFO  
Harborside Financial Center  
Jersey City, New Jersey 07311
5. Mark A. Competiello, Vice President & Tax Manager  
277 Park Avenue  
New York, New York 10172
6. Stuart S. Flamberg, Vice President & Director of Taxes  
277 Park Avenue  
New York, New York 10172
7. Charles J. Hendrickson, Treasurer  
277 Park Avenue  
New York, New York 10172
8. Marjorie S. White, Vice President & Secretary  
277 Park Avenue  
New York, New York 10172

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
DLJdirect, Inc.**

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to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law provided that the Corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or other body.

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DLJDIRECT 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 THIRTIETH DAY OF NOVEMBER, A.D. 1999.

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.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

11-30-99