

CT CORPORATION SYSTEM

M010000002517

CORPORATION(S) NAME

Manulife Financial Securities LLC

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

RECEIVED
 TALLAHASSEE FLORIDA
 01 NOV 8 PM 1:22
 RECEIVED
 TALLAHASSEE FLORIDA
 01 NOV 8 AM 11:40

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

11/8/01

MS

Order#: 4866456

100004672841--5--
-11/08/01--01065--002

Ref#: ****125.00 ****125.00

Amount: \$ _____

11-8-01

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

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. MANULIFE FINANCIAL SECURITIES LLC
(Name of foreign limited liability company)
2. Delaware 3. 16-1611843
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 02/08/2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 01/01/2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 200 Bloor Street East, Toronto, Ontario M4W 1E5
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

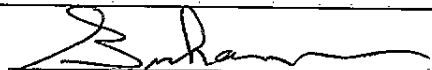
See attached list

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV - 9 PM 1:26
FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

broker/dealer



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gary Buchanan

Typed or printed name of signee

MANULIFE FINANCIAL SECURITIES LLC

**LIST OF MANAGERS
(October 31, 2001)**

<u>Name</u>	<u>Business Address</u>
Buchanan, Gary W.	200 Bloor Street East Toronto, Ontario Canada M4W 1E5
Cook, Robert A.	73 Tremont Street Suite 1300 Boston, MA 02108
Vrysen, John	680 Washington Boulevard 9 th floor Stamford, CT 06901

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 01-08-88 BY 1-26

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MANULIFE FINANCIAL SECURITIES LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

C T Corporation System

By:

Shawn Davis

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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FALL MANAGEMENT
AND
FILED

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 "MANULIFE FINANCIAL SECURITIES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

RECEIVED
SECRETARY OF STATE
NOV 11 2001
11:24 AM



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3391578 8300

AUTHENTICATION: 1424734

010552481

DATE: 11-02-01