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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
UNIT 1
STATE
OFFICE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 097945 103942B
AUTHORIZATION :
COST LIMIT : \$ 125.00

FILED
04 DEC 22 11:22 AM '04
TALLAHASSEE STATE FLORIDA

ORDER DATE : December 21, 2004
ORDER TIME : 11:0 AM
ORDER NO. : 097945-010
CUSTOMER NO: 103942B
CUSTOMER: Mr. William H. Schwartz
Wachovia Legal Division
17th Floor, 123-151 South
Broad Street Pa4840
Philadelphia, PA 19109

FOREIGN FILINGS

NAME: SOUTHTRUST SECURITIES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER: _____

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SouthTrust Securities, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. November 6, 1985
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 420 North 20th Street, Birmingham, AL 35290
(Street Address of Principal Office)

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

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

- Dwight C. Moody, 401 S. Tryon Street, Charlotte, NC 28202
- Mark W. Hubbert, 401 S. Tryon Street, Charlotte, NC 28202
- Stephen T. Gannon, 901 E. Byrd St., Richmond, VA 23219
- Anthony M. Saponaro, 401 S. Tryon Street, Charlotte, NC 28202

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/Investment Advisor

Jacqueline A. Ballantine
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.)
Jacqueline A. Ballantine

Typed or printed name of signee

**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:

SouthTrust Securities, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.

Corporation Service Company

BY:

Cynthia L. Harris
(Signature)

Cynthia L. Harris
as its agent

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

Delaware

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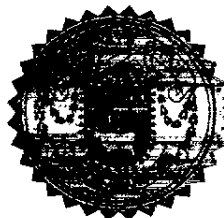
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHTRUST 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTHTRUST SECURITIES, LLC" WAS FORMED ON THE SIXTH DAY OF NOVEMBER, A.D. 1985.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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040927707

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3568008

DATE: 12-21-04