

M10000004906

Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850)617-6383

From: Account Name : C T CORPORATION SYSTEM
 Account Number : PCA000000023
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File 221

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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L. SELLERS
NOV - 8 2010
EXAMINER

Foreign Limited Liability Company
RBC Capital Markets, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$125.00

RECEIVED
10 NOV - 4 PM 4:02
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA
10 NOV - 4 AM 10:13
FILED

Electronic Filing Menu Corporate Filing Menu Help

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RBC Capital Markets, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Esther S. Hellwig

Name of Person

RBC Capital Markets, LLC

Firm/Company

One Liberty Plaza, 165 Broadway, 5th Floor

Address

New York, NY 10006

City/State and Zip Code

esther.hellwig@rbc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RBC Capital Markets, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Minnesota 3. 41-1416330
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 29, 1981 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. One Liberty Plaza, 165 Broadway, 5th Floor, New York, NY 1006
(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:

Please see attached

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: securities broker-dealer & registered investment advisor

Esther S. Hellwig
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.)

Esther S. Hellwig, Authorized Representative

Typed or printed name of signee

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**RBC Capital Markets, LLC
List of Managers**

Name	Address
Michael R. Kavanagh	60 South Sixth Street, Minneapolis, MN 55402
George M. Lewis	200 Bay Street, Toronto, Ontario, Canada M5J 2J5
Troy V. Maxwell	200 Bay Street, Toronto, Ontario, Canada M5J 2J5
Douglas A. McGregor	200 Bay Street, Toronto, Ontario, Canada M5J 2J5
Bryan K. Osmar	200 Bay Street, Toronto, Ontario, Canada M5J 2J5
Mark A Standish	3 World Financial Center, 200 Vesey Street, New York, NY 10281
John G. Taft	60 South Sixth Street, Minneapolis, MN 55402
Richard J. Tavoso	3 World Financial Center, 200 Vesey Street, New York, NY 10281
Mary E. Zimmer	60 South Sixth Street, Minneapolis, MN 55402

Member – 100% Membership Interest

**RBC USA Holdco Corporation – One Liberty Plaza, 165 Broadway, 5th Floor,
New York, NY 10006**

**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:

RBC Capital Markets, LLC

If unavailable, the alternate to be used in the state of Florida is:

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

Corporation Service Company

(Name)

1201 Hayes 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.

By: 

(Signature)
Janet Budhu, Asst. Vice President

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

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: the limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued; and amendments to the articles of organization or application of authority were filed on the dates listed below.

Name: RBC Capital Markets, LLC

Date Formed: 12/29/1981

Chapter Governed By: 322B

Amendments Filed On:

- 12/29/1981 OR 100 Dain T wr
Mpls MN 55402
- 12/07/1992 CN IFG Information Services, Inc.
CN Regional Operations Group, Inc.
RO 60 S 6th Str PO Box 1160 Dain Bosworth Pz
Mpls MN 55440-1160
- RA
- 02/17/1993 OT Designation of Shares



Mark Ritchie
Secretary of State.

State of Minnesota

SECRETARY OF STATE

03/25/1993 AM
02/04/1997 CN Interra Clearing Services Inc.
02/25/1998 CN Dain Rauscher Incorporated
M DAIN RAUSCHER INCORPORATED (qual DE)
Eff 3/2/98 @ 12:01 EST

03/10/1998 RA
RO 60 S 6th Str
Mpls MN 55402

04/01/1998 M Wessels, Arnold & Henderson, L.L.C. (qual DE)
Eff 4/6/98 @ 12:01 AM

05/23/2000 CO Dain Rauscher Corporation
10/10/2001 CN RBC Dain Rauscher Inc
OT eff 11/01/2001

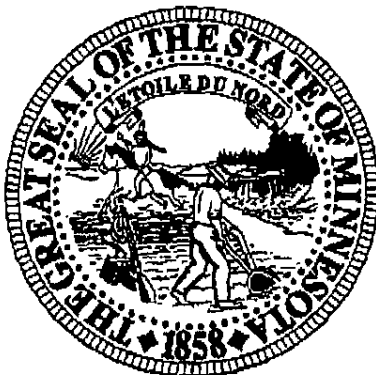
01/11/2002 CO RBC Dain Rauscher Corp.
02/20/2002 M Tucker Anthony Incorporated (unqual MA)
Sutro & Co., Inc. (unqual NV)
Eff 3/11/02 @ 12/01 am

07/08/2002 OT Articles of Correction to Merger Rl 64064
Corrected Merger Certificate

02/27/2004 M William R. Hough & Co. (qual FL) eff 2/27/2004
@5:30 pm Eastern Standard Time

06/15/2007 M Strata Acquisition, LLC (unqual OH)
Eff 6/15/07 @ 4:30 PM

02/29/2008 M RBC Capital Markets Corporation (qual NY)
Eff 02/29/2008 @ 4:01 pm



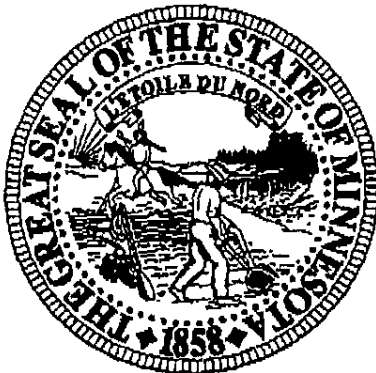
Mark Ritchie
Secretary of State.

State of Minnesota

SECRETARY OF STATE

02/29/2008	CN	RBC CAPITAL MARKETS CORPORATION
	CS	160,000 SHARES/STOCK
	OT	eff 02/29/08 @ 4:02 pm
	RA	
12/29/2008	M	Richardson Bar Financial Group, Inc. (unqual TX)
		Eff 12/31/08 @ 4:01 pm est
12/29/2008	M	RBC Daniels Capital Markets GP, LLC (unqual DE)
		Eff 12/31/08 @ 4:01 pm est
12/30/2008	M	Richardson Barr Securities Inc (unqual TX)
		Eff 4:02pm est 12/31/08
01/09/2009	RO	Corporation Service Company
		380 Jackson Street, Suite 700
		St Paul MN 55101
01/09/2009	RO	Corporation Service Company
		380 Jackson Street, Suite 700
		St Paul MN 55101
03/13/2009	M	Ferris Baker Watts, LLC (unqual DE)
10/09/2009	M	J.B. Hanauer & Co. (unqual NJ)
		Eff 10/9/09 @ 4:01 pm ET
11/01/2010	CV	RBC Capital Markets LLC Eff 11/01/2010 @ 4:01pm EDT
	CN	

This certificate has been issued on November 1, 2010.



Mark Ritchie
Secretary of State.