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Requestor's Name 660 East Jefferson	Street Till		
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City State Zip	Phone		
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 7, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32308

SUBJECT: NATIONSBANC MONTGOMERY SECURITIES LLC

Ref. Number: W9800000408

We have received your document for NATIONSBANC MONTGOMERY SECURITIES LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

orallritten approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the

agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

A description of the property must be included...

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline Document Specialist

Letter Number: 598A00000951



OFFICE OF COMPTROLLER DEPARTMENT OF BANKING AND FINANCE STATE OF FLORIDA TALLAHASSEE 32399-0350

January 22, 1998

Mr. Victor A. Warnement Senior Vice President NationsBank Corporation Legal Department 100 North Tryon Street, NC1-007-20-01 Charlotte, NC 28255

Dear Mr. Warnement:

Re: "NationsBanc Montgomery Securities LLC"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a foreign corporation in the State of Florida.

Sincerely,

Wm. Douglas Johnson Assistant Director Division of Banking 101 East Gaines Street The Fletcher Building - Sixth Floor Tallahassee, FL 32399-0350 (850) 488-1111

:kr

cc: Karon Beyer, Chief
Buréau of Corporate Records
Division of Corporations
Secretary of State's Office

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:

	SECURITIES LL		
(Name of foreign limited liability com		th the words "limited company"	or their abbreviation
"L.C." if not so contained in the name	e at present.)		
Delaware		3. 56-2058405	.r (P 1-1 -)
(Jurisdiction under the law of which fo	oreign limited liab	llity (FEI number	, if applicable)
company is organized)			
December 3, 1997	5	erpetual	<u></u>
(Date of Organization)	(Durat	ion: Year limited liability compa	any will cease to exist
(54.0 0. 0.9424.0)		erpetual")	
	•	• ,	
January 2, 1998			-1
(Date first transacted business in Flo	rida. (See sections 60	08.501, 608.502 and 817.155, F.S.)	
100 North Tryon Street			
			音
Charlotte, NC 28255			E> *
(Street addre	ss of principal offic	ce)	
member [MGRM] or manager [MGR]. It is not	necessary to list members	uress of each manag. s.
member [MGRM] or manager [(attach additional page if necessary)	MGR]. It is not	necessary to list members NAME & ADDRESS:	TITLE:
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Filing Fee: \$ 52.50 for Application

(FLA.- LLC 3289 - 3/10/97)

STATE OF FLORIDA APPLICATION BY A FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS

ITEM NO. 8

NATIONSBANC MONTGOMERY SECURITIES LLC BOARD OF MANAGERS

Business Address: Name: 600 Montgomery Street, San Francisco, CA 94111 Thomas W. Weisel 100 North Tryon Street, Charlotte, NC 28255 Edward J. Brown III 100 North Tryon Street, Charlotte, NC 28255 Thomas W. Bunn Lewis W. Coleman 600 Montgomery Street, San Francisco, CA 94111 100 North Tryon Street, Charlotte, NC 28255 Richard Gross William A. Hodges 100 North Tryon Street, Charlotte, NC 28255 600 Montgomery Street, San Francisco, CA 94111 Robert L. Kahan 600 Montgomery Street, San Francisco, CA 94111 Kent A. Logan

Jerome S. Markowitz

William L. Maxwell

John K. Skeen

Joseph M. Schell

100 North Tryon Street, Charlotte, NC 28255 600 Montgomery Street, San Francisco, CA 94111 600 Montgomery Street, San Francisco, CA 94111

600 Montgomery Street, San Francisco, CA 94111

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of
NATIONSBANC MONTGOMERY SECURITIES LLC deposes and says:
1) the above named limited liability company has at least two members
2) the total amount of cash contributed by the member(s) is \$_138,601,000.00
3) if any, the agreed value of property other than cash contributed by member(s) is \$_19,287,425,000.00\) A description of the property is attached and made a part hereto.
4) the total amount of cash or property anticipated to be contributed by member(s) is \$19,426,025,000.00 This total includes amounts from 2 and 3 above.

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

PILED

SSORE TO GESTATE

SSORE TO GESTATE

Filing Fee: \$52.50 for Affidavit

NationsBanc Montgomery Securities LLC Schedule of Assets As of December 31, 1997 (in thousands)

Cash & Cash Equivalents	\$ 138,601
Time Deposits Placed	137,603
Sec Purchased Under Agreement	7,265,974
Trading Account Assets	9,189,529
Premises and Equipment, net	39,037
Interest Receivable	112,816
Goodwill	1,025,180
Accounts Receivable	1,476,521
Other Assets	40,765
Total Assets	\$ 19,426,025

SENT BY: ATLANTA

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the limited liability company is:	
	NATIONSBANC MONTGOMERY SECURITIES LLC	
2.	The name and address of the registered agent and office is:	
	C T CORPORATION SYSTEM	7/0 13
	(Name)	
	c/o.C T CORPORATION, 1200 South Pine Island Road,	
	(P.O. Box not acceptable)	
	Plantation, Florida 33324	
	(City/State/Zip)	등 등 등 등 등 등 등 등 등 등 등 등 등 등 등 등 등 등 등
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state the c comp	ing been named as registered agent and to accept service of process for ed limited liability company at the place designated in this certificate, I had appointment as registered agent and agree to act in this capacity. I furt ply with the provisions of all statutes relating to the proper and complete per duties, and I am familiar with and accept the obligations of my position to th.	ereby accept her agree to rformance of
	C T CORPORATION SYSTEM	
	Anis B	
	CONNIE BRYANT SECRETARY	

FILINGFEE: \$35 for Designation of Registered Agent

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "NATIONSBANC MONTGOMERY 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 JANUARY,
A.D. 1998.

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



Edward J. Freel, Secretary of State

AUTHENTICATION:

8845269

DATE:

01-02-98

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