



ACCOUNT NO. : 072100000032

REFERENCE : 663846 163137A

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pizulo

ORDER DATE : January 10, 2002

ORDER TIME : 9:34 AM

ORDER NO. : 663846-070

CUSTOMER NO: 163137A

CUSTOMER: Ms. Pam Goldrick
Credit Suisse First Boston
11 Madison Avenue
Legal & Compliance Dept, 16thf
New York, NY 10010

FOREIGN FILINGS

NAME: CSFBDIRECT LLC

700004768577--4

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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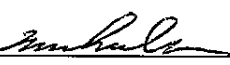
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. CSFBdirect LLC
(Name of foreign limited liability company)
2. Delaware 3. 13-3902248
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 02, 1996 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. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Harborside Financial Center, 501 Plaza II, Jersey City, NJ 07311
(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:
see attached managers rider

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.

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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.)

Michael J. Hogan, Manager

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:

CSFBdirect 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)

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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.

Maureen W. Cullen

(Signature)

Maureen W. Cullen, Assistant 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) |

Managers list

CSFBdirect LLC

Managers

Name

Business Address

Richard F. Brueckner
Kevin B. Darcy
Gates H. Hawn
Michael J. Hogan
Glenn H. Tongue

Harborside Financial Center, 501 Plaza II, Jersey City, NJ 07311
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Delaware

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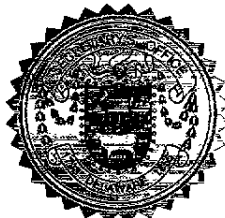
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CSFBDIRECT 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 TENTH DAY OF JANUARY, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CSFBDIRECT LLC" WAS FORMED ON THE SECOND DAY OF AUGUST, A.D. 1996.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2650063 8300

AUTHENTICATION: 1551457

020017686

DATE: 01-10-02