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Division of Corporations
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Division of Corporations
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FOREIGN PROFIT QUALIFICATION**First Southwest Company**

Certificate of Status	0
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J. BRYAN JAN 22 2004

FILED
2004 JAN 21 PM 12:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
04 JAN 22 AM 8:00
DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. First Southwest Company

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 750708002

(FEI number, if applicable)

4. 3/22/46

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/04

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 325 North St. Paul Street, Suite 800, Dallas, TX 75201

(Principal office address)

325 North St. Paul Street, Suite 800, Dallas, TX 75201

(Current mailing address)

8. Investment Banking; Financial Advisory Services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

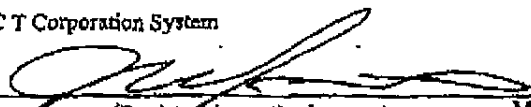
, Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: 

(Registered agent's signature)

Michael E. Jones

Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attachment for list of Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Hillel A. Feinberg, Chairman & Chief Executive Officer

Address: 325 North St. Paul Street, Suite 800

Dallas, TX 75201

Vice President: Don Campbell

Address: 325 North St. Paul Street, Suite 800

Dallas, TX 75201

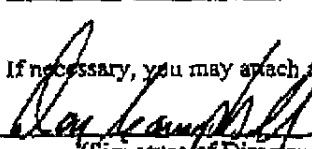
Secretary: Don Campbell

Address: 325 North St. Paul Street, Suite 800, Dallas, TX 75201

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Don Campbell, Secretary

(Typed or printed name and capacity of person signing application)

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

**First Southwest Company
Application for Certificate of Authority
List Directors**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Directors:	Office:	Address:
Hillel A. Feinberg	Chairman & Chief Executive Officer	325 N. St. Paul Street Suite 800 Dallas, TX 75201
Michael J. Marz	Vice Chairman	325 N. St. Paul Street Suite 800 Dallas, TX 75229
Paul M. Bass	Vice Chairman	325 N. St. Paul Street Suite 800 Dallas, TX 75205-3311
Thomas W. Masterson	Director	1021 Main Street, Suite 2200 Houston, TX 77002
Henry A. Sauer, Jr.	Director	1021 Main Street, Suite 2200 Houston, TX 77002
David K. Medanich	Director	777 Main Street, Suite 1200 Fort Worth, TX 76102
Michael G. Bartolotta	Director	1021 Main Street, Suite 2200 Houston, TX 77002
Anne B. Entrekin	Director	70 Northeast Loop 410 Suite 850 San Antonio, TX 78216

Delaware

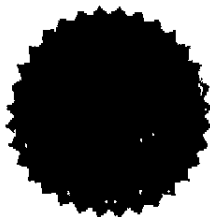
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST SOUTHWEST COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JANUARY, A.D. 2004.

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2883424

DATE: 01-21-04