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TALLAHASSEE, FLORIDA
04 NOV 30 PM 3:35
FILED

12/17
M. K. [Signature]

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HSBC Securities, Inc.
(Name of corporation)

DOCUMENT NUMBER: 831700

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lourdes Smart
(Name of person)

HSBC Securities (USA) Inc.
(Name of firm/company)

452 Fifth Avenue - Tower 7
(Address)

New York, New York 10018
(City/state and zip code)

For further information concerning this matter, please call:

Lourdes Smart at (212) 525-5456
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
04 NOV 30 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

831700

(Document number of corporation (if known))

HSBC Securities, Inc.

(Name of corporation as it appears on the records of the Department of State)

Delaware

(Incorporated under laws of)

3. 01/24/1974

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

If the amendment changes the name of the corporation, when was the change effected under the laws of
jurisdiction of incorporation? May 20, 1999

HSBC Securities (USA) Inc.

Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or
appropriate abbreviation, if not contained in new name of the corporation)

N/A

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

If the amendment changes the period of duration, indicate new period of duration.

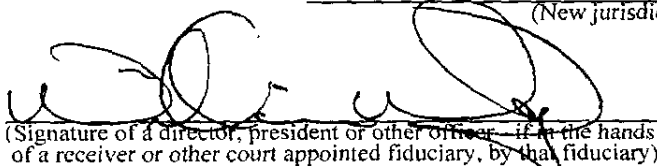
N/A

(New duration)

If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)


(Signature of a director, president or other officer, if in the hands
of a receiver or other court appointed fiduciary, by that fiduciary)

William Wong

(Typed or printed name of person signing)

November 17, 2004

(Date)

Director of Compliance

(Title of person signing)

Delaware

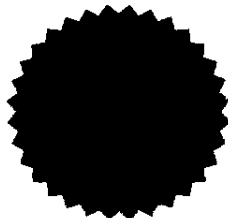
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HSBC SECURITIES, INC.", CHANGING ITS NAME FROM "HSBC SECURITIES, INC." TO "HSBC SECURITIES (USA) INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 1999, AT 3 O'CLOCK P.M.

0736617 8100

040709813



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3385495

DATE: 09-30-04

CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
HSBC SECURITIES, INC.

HSBC Securities, Inc., a Corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by Unanimous Written Consent dated April 21, 1999, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said Corporation:

RESOLVED, that the Restated Certificate of Incorporation of HSBC Securities, Inc. be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:

"1. The name of the Corporation is HSBC Securities (USA) Inc."

SECOND: That the sole shareholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

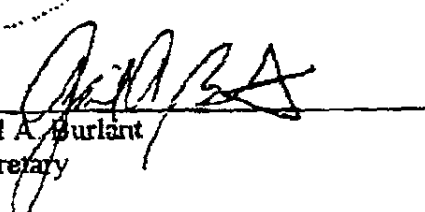
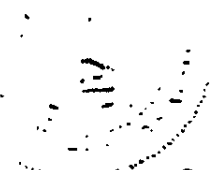
FOURTH: That the aforesaid amendment is to become effective
June 1, 1999.

IN WITNESS WHEREOF, said HSBC Securities, Inc. has caused its
corporate seal to be hereunto affixed and this certificate signed by Anthony F.
Rademeyer, its President and attested by Gail A. Burlant, its Secretary, this 20th day
of May, 1999.

HSBC Securities, Inc.



By: Anthony F. Rademeyer
President



Gail A. Burlant
Secretary