

F000000000836

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporation

SUBJECT: HSBC Bank USA

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Winthrop N. Brown  
(Name of Person)  
Shaw Pittman  
(Firm/Company)  
2300 N Street, N.W.  
(Address)  
Washington, D.C. 20037  
(City/State/Zip)

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should you need to call someone concerning this matter, please call:

Winthrop N. Brown at (202) 663-8124  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Name	Availability
Document	Examiner
Updater	Verifier
W. P. Verifier	

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Certificate of Status & Certified Copy

Handwritten note: (circled) bank account

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DRAFT  
February 11, 2000

*[Letterhead of Florida Department of Banking and Finance]*

February \_\_\_\_, 2000

By Facsimile

Ms. Karen Beyer  
Bureau Chief  
Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: HSBC Bank USA

Dear Ms. Beyer:

We are writing to inform you that we have reviewed HSBC Bank USA's request for permission to use the word "bank" in its corporate name and have determined that HSBC Bank USA is entitled to use its corporate name for the purposes of Title 38, Chapter 655.922(2)(a) as a foreign corporation transacting business in the state of Florida.

Please call me at the phone number above with any questions or concerns.

Sincerely,

Kathy Ryan

cc: Sharon Y. Malpass, Esq.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 8, 2000

WINTROP N. BROWN  
SHAW PITTMAN  
2300 N STREET, N.W.  
WASHINGTON, DC 20037

SUBJECT: HSBC BANK USA  
Ref. Number: W00000003412

We have received your document for HSBC BANK USA and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Written 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) 410-9111.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 400A00006349

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

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

1. HSBC Bank USA  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. \_\_\_\_\_  
(State or county under the law of which it is incorporated) (FEI number, if applicable)

4. December 31, 1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 3, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.1503.)

7. One HSBC Center  
Buffalo, New York 14203

8. Banking  
(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: Corporation Service Company

Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(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.*

Vicki Schreiber Asst. VP.  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the 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. Name and addresses of officers and/or directors: (Street address **ONLY** – P.O. Box **NOT** acceptable)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS (Street address only – P.O. Box NOT acceptable)**

Chairman: John R.H. Bond

Address: 10 Lower Thames Street  
London EC3R 6AE United Kingdom

Director: Salvatore H. Alfiero

Address: Mark IV Industries, Inc., 501 John James Audobon Parkway  
Amherst, New York 14228

Director: James H. Cleave

Address: 452 Fifth Avenue  
New York, New York 10018

Director: Frances D. Fergusson

Address: Vassar College, The Presidents House, Box 43  
Poughkeepsie, New York 12604-0043

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TALLAHASSEE, FLORIDA

**B. OFFICERS (Street address only – P.O. Box NOT acceptable)**

President: Youssef A. Nasr, President and Chief Executive Officer

Address: 452 Fifth Avenue  
New York, New York 10018

Officer: Leslie E. Bains, Senior Executive Vice President

Address: 452 Fifth Avenue  
New York, New York 10018

Secretary: Philip S. Toohey, Senior Executive Vice President and Secretary

Address: One HSBC Center  
Buffalo, New York 14203

Officer: Robert M. Butcher, Senior Executive Vice President and Chief Financial Officer

Address: One HSBC Center  
Buffalo, New York 14203

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

13.

*Philip S. Toohey, Senior Exec. Vice President*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Philip S. Toohey, Senior Executive Vice President

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

**DIRECTORS OF HSBC BANK USA (con't)**

Director: Douglas J. Flint  
Address: 10 Lower Thames Street  
London EC3R 6AE United Kingdom

Director: Martin J.G. Glynn  
Address: HSBC Bank Canada  
885 West Georgia Street, Suite 300  
Vancouver, BC V6C 3E9 Canada

Director: Stephen K. Green  
Address: HSBC Investment Banking  
Thames Exchange  
10 Queen Street Place  
London EC4R 1BL United Kingdom

Director: Ulric Haynes, Jr.  
Address: Hofstra University  
Bernon Hall  
Hempstead, New York 11550

Director: Richard A. Jalkut  
Address: PathNet  
1015 31<sup>st</sup> Street, N.W.  
Washington, D.C. 20007

Director: Bernard J. Kennedy  
Address: National Fuel Gas Company  
10 Lafayette Square – Floor 18  
Buffalo, New York 14203

Director: Peter Kimmelman  
Address: Peter Kimmelman Asset Management Co.  
800 Third Avenue – Suite 3103  
New York, New York 10022

Director: Charles G. Meyer, Jr.  
Address: Cord Meyer Development Company  
111-15 Queens Boulevard  
Forest Hills, New York 11375

Director: James L. Morice  
Address: Mirtz Morice, Inc.  
1 Dock Street – Third Floor  
Stamford, Connecticut 06902

Director: Youssef A. Nasr  
Address: 452 Fifth Avenue  
New York, New York 10018

Director: Jonathan Newcomb  
Address: Simon & Schuster, Inc.  
1230 Avenue of the Americas – Floor 17  
New York, New York 10020

Director: Henry J. Nowak  
Address: Ecology & Environment, Inc.  
368 Pleasant View Drive  
Lancaster, New York 14806

Document #: 880413 v.1

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**OFFICERS OF HSBC BANK USA (con't)**

Officer: Sandy A. Flockhart, Senior Executive Vice President  
Address: One HSBC Center  
Buffalo, New York 14203

Officer: Paul L. Lee, Senior Executive Vice President  
Address: 452 Fifth Avenue  
New York, New York 10018

Officer: Vincent J. Mancuso, Senior Executive Vice President and Group Audit  
Executive, USA  
Address: One HSBC Center  
Buffalo, New York 14203

Officer: Robert H. Muth, Senior Executive Vice President  
Address: 452 Fifth Avenue  
New York, New York 10018

Officer: Vito S. Portera, Senior Executive Vice President  
Address: 452 Fifth Avenue  
New York, New York 10018

Officer: Elias Saal, Senior Executive Vice President  
Address: 452 Fifth Avenue  
New York, New York 10018

Officer: Iain A. Stewart, Senior Executive Vice President  
Address: 452 Fifth Avenue  
New York, New York 10018

Officer: George T. Wendler, Senior Executive Vice President  
Address: 452 Fifth Avenue  
New York, New York 10018

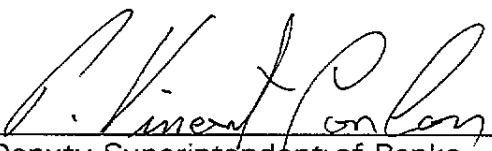


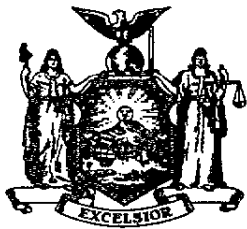
*State of New York,*  
**Banking Department**

I, **P. VINCENT CONLON**, Deputy Superintendent of Banks of the State of New York, **DO HEREBY CERTIFY** that I have caused the annexed Copy of the Authorization Certificate issued December 31, 1999, authorizing **REPUBLIC BANK OF NEW YORK** to transact the business of a trust company, in respect to the conversion of **REPUBLIC NATIONAL BANK OF NEW YORK** into a State trust company, to be compared by a competent clerk with the original on file in the Banking Department, and the same is a correct copy of said Authorization Certificate and of the whole thereof.

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00 FEB 14 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the official seal of the Banking Department at New York, New York, this **13<sup>th</sup>** day of **January, 2000**.

  
\_\_\_\_\_  
Deputy Superintendent of Banks



STATE OF NEW YORK

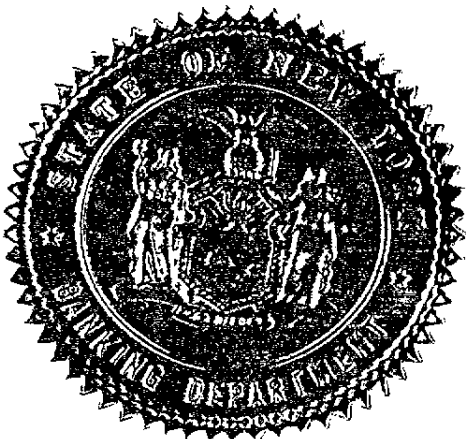
Banking Department

Know all Men by these Presents, Whereas, the organization certificate of REPUBLIC BANK OF NEW YORK of New York, New York has heretofore been duly approved and said REPUBLIC BANK OF NEW YORK has complied with the provisions of Chapter 2 of the Consolidated Laws, in respect of the conversion of REPUBLIC NATIONAL BANK OF NEW YORK into a State trust company with the name REPUBLIC BANK OF NEW YORK.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Now Therefore, I, P. VINCENT CONLON, as Deputy Superintendent of Banks of the State of New York, do hereby authorize the said REPUBLIC BANK OF NEW YORK to transact the business of a Trust Company at 452 Fifth Avenue, Borough of Manhattan, City of New York within this State.

In Witness Whereof, I have hereunto set my hand and affixed the official seal of the Banking Department, this 31st day of December in the year one thousand nine hundred and ninety-nine.



P. Vincent Conlon  
Deputy Superintendent