

# FO0000001053

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CF Corporation System  
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Tallahassee, FL 32301  
850-222-1092

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Corporation(s) Name

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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Banslays Group Inc (USA)

6

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- Limited Partnership
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Jeffrey Butterfield

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Thank You!

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Handwritten signature/initials

**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.

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1. Barclays Group Inc. (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. Delaware  
(State or country under the law of which it is incorporated)
3. 13-3714398  
(FEI number, if applicable)
4. 4-28-93  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 222 Broadway  
New York, NY 10038  
(Current mailing address)
8. See Rider II  
(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: C T Corporation System

Office Address: 1200 South Pine Island Road  
Plantation, 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.*

Patrick A. Nolan  
C T Corporation System  
(Registered agent's signature)

**Patrick A. Nolan**  
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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

See Rider I

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

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. \_\_\_\_\_

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

14. Michael A. Prior Chief Executive Officer

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

**RIDER I**

**Barclays Group Inc. (USA)**

Address for all Officers and Directors listed below:

222 Broadway New York, NY 10038

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**Officers**

Michael A. Prior	Chief Executive Officer
Eileen Crowley	Chairman of the Board and Chief Financial Officer
Guy C. Dempsey, Jr.	Secretary
Patricia Ryan Guarino	Assistant Secretary
Jane Summers	Assistant Secretary
Barry Berlin	Vice President
Mary A. Byrne	Vice President
Michael J. Mattera	Vice President

**Directors**

Robert T. Clemmens  
Eileen Crowley  
Guy C. Dempsey, Jr.

**RIDER II**

**Barclays Group Inc. (USA)**

Stated Purpose

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and as permitted under the Florida 1989 Business Corporation Act.

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Office of the Secretary of State

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DIVISION OF CORPORATIONS  
00 FEB 28 PM 3:12

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BARCLAYS GROUP INC. (USA)" 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-FOURTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0275659

DATE: 02-24-00