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ACCOUNT NO. : 072100000032

REFERENCE : 881894 4800429

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjot

ORDER DATE : October 31, 2000

ORDER TIME : 10:07 AM

ORDER NO. : 881894-005

CUSTOMER NO: 4800429

CUSTOMER: Ms. Carol S. Prushan
Gibbons Del Deo Dolan
One Riverfront Plaza

Newark, NJ 07102

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00 NOV -6 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: NDB CAPITAL MARKETS
CORPORATION

(B)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

FILE 1ST

CONTACT PERSON: Tamara Odom

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 NOV -6 AM 10:44
TO THE SECRETARY
SUFFICIENCY OF FILING

B/L
11/6

**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. NDB CAPITAL MARKETS CORPORATION

(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. X 22-3740990

(FEI number, if applicable)

4. May 29, 1968

(Date of incorporation)

5. PERPETUAL

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

6. Upon Qualification

(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. 10 Exchange Place Centre, Jersey City, NJ 07302

(Principal office address)

(Current mailing address)

8. Broker/Dealer

(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

(City)

(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.

Corporation Service Company

Elizabeth R. Komeszky
(Registered agent's signature)

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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

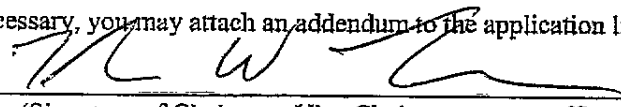
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Thomas W. Neumann, President
(Typed or printed name and capacity of person signing application)

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NOV -6 PM 1:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NDB CAPITAL MARKETS CORPORATION

Officers

Employee Name	Title	Functional Title	Division/Department
Abbott, Cindy M.	Vice President		Illinois/Institutional Sales
Allen, Janice	Vice President Sales Trader		New Jersey/Institutional Sales
Aurichio, Frank J.	Vice President	Desktop Support	New Jersey/Info Tech & Services
Battaglia, Peter F.	Vice President		New Jersey/Broker/Dealer
Benedickson Sr., John P.	Executive Vice President	Institutional Sales	New Jersey/Exec. Committee
Brancati, Francis J.	Sr. Vice President Trader		New Jersey/Traders
Brown, Todd A.	Director		New Jersey/Info Tech & Services
Brunzell, Gene C.	Sr. Vice President Sales Trader		California/Institutional Sales
Bulleri, LeRoy O.	Sr. Vice President		Illinois/Institutional Sales
Enright, Elaine M.	Vice President		New Jersey/Correspondents/Agency
Epstein, Mike	Vice President Sales Trader		Massachusetts/Institutional Sales
Guidetti III, Samuel A.	Vice President Compliance		New Jersey/Compliance
Kaye, Deborah H.	Asst. Secretary		Legal
Kennally, William J.	Sr. Vice President Trader		California/Traders
Kozlowski Jr., Janusz R.	Asst. Vice President	ITS Operations	New Jersey/Info Tech & Services
Lanes, Andrew O.	Vice President Trader		Colorado/Traders
Lawatsch Jr., Frank E.	Secretary		Legal
Maddox, Marshall S.	Vice President		New Jersey/Operations
Naidrich, Michael J.	Executive Vice President	Trading Room Mgr.	New Jersey/Administrative Managers
Neumann, Thomas W.	President		
Shklyar, Eugene	Vice President	Software Dvlp. Mgr.	New Jersey/Info Tech & Services
Silverstein, Maria A.	Vice President	Customer Client Relations	New Jersey/Administrative Managers
Steiner, David G.	Vice President	Systems Admin. Mgr.	New Jersey/Info Tech & Services
Tomaskovic, William J.	Vice President	Technology Projects	New Jersey/Info Tech & Services
Tullo, Pasquale	Sr. Vice President Trader	Trader	New Jersey/Traders
Zitman, David M.	Vice President Sales Trader	Institutional Sales	New Jersey/Institutional Sales

Directors

Neumann, Thomas W.
 Marino, Dennis
 Marino, Richard

The address for the Officers and Directors is as follows:
 10 Exchange Place Centre, 15th Floor, Jersey City, NJ 07302

00 NOV 8
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 SEC. 11
 TALLAHASSEE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NDB CAPITAL MARKETS CORPORATION" 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 THIRTY-FIRST DAY OF OCTOBER, A.D. 2000.

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

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

FILED
00 NOV -6 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 NOV -6 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0765786

001547348

DATE: 10-31-00