

# FO2 000006289

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

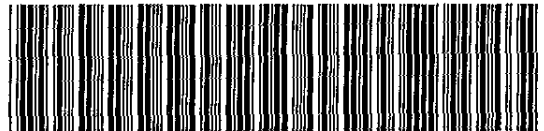
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800009483908

12/18/02--01022--012 \*\*70.00

RECEIVED  
02 DEC 18 AM 11:29  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
02 DEC 18 PM 1:48  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

FO2-628  
OK

**CT CORPORATION SYSTEM**

December 18, 2002

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5738690 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

J.P. Morgan Chase & Co. (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

FILED  
02 DEC 18 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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. J.P. Morgan Chase & Co.
(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. 13-2624428 (FEI number, if applicable)

4. 10/28/1968 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon approval (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 270 Park Avenue, 35th Floor
New York, NY 10017
(Current mailing address)

8. Holding company
(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)

FILED
02 DEC 18 PM 1:48
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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.

C T Corporation System

(Registered agent's signature)

Jonathan R. Giddings
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)

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

Chairman: William B. Harrison

Address: 270 Park Avenue

New York, NY 10017

Vice Chairman: Frank A Bennack, Jr.

Address: 270 Park Avenue

New York, NY 10017

Director: Riley B. Bechtel

Address: 270 Park Avenue

New York, NY 10017

Director: Hans B. Becherer

Address: 270 Park Avenue

New York, NY 10017

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

President: William B. Harrison

Address: 270 Park Avenue

New York, NY 10017

Vice President: David A. Coulter

Address: 270 Park Avenue

New York, NY 10017

Secretary: James C. P. Berry, Assistant Corporate Secretary

Address: 270 Park Avenue

New York, NY 10017

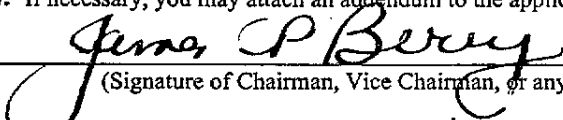
Treasurer: Dina Dublon, Chief Financial Officer

Address: 270 Park Avenue

New York, NY 10017

**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.

JAMES C. P. BERRY, ASSISTANT CORPORATE SECRETARY

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

FILED  
02 DEC 18 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# Delaware

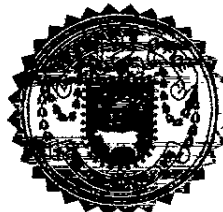
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "J.P. MORGAN CHASE & CO." 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 SIXTH DAY OF DECEMBER, A.D. 2002.

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.



0691011 8300

020747533

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2126782

DATE: 12-06-02