

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Barclays Global Investors USA Inc.

Certificate of Status	0
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Page Count	05
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12-9-03

**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. Barclays Global Investors USA Inc.
(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. California 3. 20-0393218
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/13/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/2004
(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. 45 Fremont Street, San Francisco, CA 94105
(Principal office address)
- same
(Current mailing address)

8. To manage payroll services for US employees outside of California
(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/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

BY: Naseem A. Conde

(Registered agent's signature)

**NASEEM A. CONDE
SPECIAL ASST. 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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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

14. Terri Slane, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Barclays Global Investors USA Inc. Officers and Directors

Officers

Blake R. Grossman
45 Fremont Street, San Francisco, CA 94105

Chairman/President

Francis S. Ryan
45 Fremont Street, San Francisco, CA 94105

Chief Financial Officer

Richard T. Ricci
45 Fremont Street, San Francisco, CA 94105

Chief Operating Officer

Joanne T. Medero
45 Fremont Street, San Francisco, CA 94105

Secretary

Theda R. Haber
45 Fremont Street, San Francisco, CA 94105

Assistant Secretary

Terri L. Slane
45 Fremont Street, San Francisco, CA 94105

Assistant Secretary

Directors

Blake R. Grossman
45 Fremont Street, San Francisco, CA 94105

Richard T. Ricci
45 Fremont Street, San Francisco, CA 94105

Andrew G. Skirton
1 Royal Mint Court, London EC3N 4HH

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SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 13th day of November, 2003, **BARCLAYS GLOBAL INVESTORS USA INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of December 2, 2003.

Kevin Shelley
KEVIN SHELLEY
Secretary of State