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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

January 27, 2004

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

FILED
04 JAN 27 PM 5:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6022565 WO
Customer Reference 1: New Harris Nesbitt Corp.
Customer Reference 2: Registration

Dear Secretary of State, Florida:

Please file the attached:

Harris Nesbitt Corp. (DE)
Qualification
Florida

Harris Nesbitt Corp. (DE)
Obtain Document - Misc - Certified copy of Application of Authority
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.

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

*File
Second phase!
Taking name of
the first*

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

FILED
04 JAN 27 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**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. Harris Nesbitt Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 13-3459853

(FEI number, if applicable)

4. 03/28/1988

(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. 3 Times Square, New York, NY 10036

(Principal office address)

same

(Current mailing address)

8. To engage in all and any lawfull purposes of business

(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: c/o C T Corporation System, 1200 South Pine Island

Plantation

(City)

, 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.

C T Corporation System

Robin LaPeters
Vice President

By: Robin LaPeters

(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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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 Director or Officer listed in number 12 of the application)

14. Therese Umbs, Asst. Secretary Therese R Umbs
(Typed or printed name and capacity of person signing application)

HARRIS NESBITT CORP.**(as of January 20, 2004)**

<u>Directors</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
DOWNE, William A	530 Willow Rd. Winnetka, IL USA 60093	111 West Monroe Floor 3W Chicago, IL USA 60603	Chairman of the Board
COSTELLO, Ellen	247 East 71st Street New York, NY USA 10021	3 Times Square New York, NY USA 10036	Vice Chair
HARTLEY, David	1077 River Road Unit 511N Edgewater, NJ USA 07020	3 Times Square New York, New York USA 10036	Executive Managing Director and Chief Operating Officer
HYMA, David R.	1657 Covington Terrace Mississauga, Ontario Canada L5M 3S4	1 First Canadian Place Toronto, Ontario Canada M5X 1A1	Director only
TRIPP, Eric Clifton	42 Balsam Avenue Toronto, Ontario Canada M4E 3B4	1 First Canadian Place Toronto, Ontario Canada M5X 1H3	Director only
MILROY, Thomas	73 Lynwood Avenue Toronto, Ontario Canada M4V 1K5	1 First Canadian Place Toronto, Ontario Canada M5X 1H3	Director only
GERARD, Emanuel "Manny"	1 East End Avenue Apt. 9C New York, NY USA 10021	360 Madison Avenue 5 th Floor New York, NY USA 10017	Director only
TECHAR, Frank J.	111 Abingdon Ave. Chicago, IL USA 60043	111 West Monroe St. Floor 4W Chicago, IL USA 60603	Director only

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
ZEISS, Michael George	368 Carter St. New Canaan, CT USA 06840	3 Times Square New York, NY USA 10036	Managing Director and Secretary
HORRA, Yasmin	901 Duncannon Drive Pickering, Ontario L1X 2M3 Canada	1 First Canadian Place Toronto, Ontario M5X 1H3 Canada	Assistant Secretary
UMBS, Therese R.	519 Bloomfield Avenue Apt. 5C Caldwell, NJ USA 07006	3 Times Square New York, NY USA 10036	Assistant Secretary
ADAIR, Charles Louis	103 E. George Street Wheaton, IL USA 60187	115 South LaSalle 20th Floor West Chicago, IL USA 60603	Managing Director
ALLEN, James B.	147 West 49 th St. Apt. 7A New York, NY USA 10024	3 Times Square New York, NY USA 10036	Managing Director
BARBINO, William J.	1212 Cromwell Lane Naperville, IL USA 60564	115 S. LaSalle Street 13 W Chicago, IL USA 60603	Vice-President
BENEDETTO, Rene Diane	130 East 12 th Street New York, NY USA 10003	3 Times Square New York, NY USA 10036	Vice-President
BROWN, Timothy	60 East First Street Apt. 4B New York, NY USA 10003	3 Times Square New York, NY USA 10036	Vice-President
BUSA, Joseph	8 The High Road Bronxville, NY USA 10708	3 Times Square New York, NY USA 10036	Vice-President

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
CASPER, David Robert	2234 Crabtree Lane Northbrook, IL USA 60521	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
CECIL, David	12311 Broken Bough Houston, TX USA 77024	700 Louisiana Street Suite 4400 Houston, TX USA 77002	Vice-President
CERRONE, Maria	160 Olmsted Road Riverside, IL USA 60546	115 South LaSalle St. 19W Chicago, IL USA 60603	Vice-President
CHIN, Roger Ignatius	245 East 54th Street New York, NY USA 10022	3 Times Square New York, NY USA 10036	Managing Director
COLLTON, Edward T.	104 Drury Lane Schwenksville, PA USA 19473	3 Times Square New York, NY USA 10036	Vice-President
DOMENICO, Michael Leo	19 Hidden Pine Avenue Colts Neck, NJ USA 07722	3 Times Square New York, NY USA 10036	Managing Director
DONDERO, Stephen Joseph	8 Lynridge Lane Huntington, NY USA 11743	3 Times Square New York, NY USA 10036	Managing Director
DUNCAN, John "Jed" E.	765 Silvermine Road New Canaan, CT USA 06840	3 Times Square New York, NY USA 10036	Managing Director
EATROFF, Bruce A.	33 Westview Road Short Hills, NJ USA 07078	3 Times Square New York, NY USA 10036	Executive Managing Director
EDWARDS, Brad A.	888 Eighth Avenue Apt. 6H New York, NY USA 10019	3 Times Square New York, NY USA 10036	Vice President

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
EMOND, Gary	205 Seeley St. Brooklyn, NY USA 11218	3 Times Square New York, NY USA 10036	Managing Director
EPISCOPIO, Douglas	39-33 222 nd St. Bayside, NY USA 11361	3 Times Square New York, NY USA 10036	Vice President and Controller
FOLEY, Denis	6155 W. Marshall Unit 3E Chicago Ridge, IL USA 60415	111 West Monroe St. 20 W Chicago, IL USA 60603	Vice-President
FRANK, Christine	78 West 85th Street Apt. 7D New York, NY USA 10024	3 Times Square New York, NY USA 10036	Managing Director
FRANKLIN, Scott Michael	1109 Longford Road Bartlett, IL USA 60103	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Vice-President
FRASER (McNally Smith), Harvey	1310 North Green Bay Rd. Lake Forest, IL USA 60045	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
FUREY, Michael F.	160 Riverside Blvd. Apt. 31B New York, NY 10069	3 Times Square New York, NY USA 10036	Vice-President
GALASSINI, Lou	1452 West Henderson Chicago, IL USA 60657	115 South LaSalle Street 13th Floor Chicago, IL USA 60603	Vice-President
GIBBONS, Kevin Patrick	2650 North Orchard Chicago, IL USA 60614	115 South LaSalle Street 20th Floor West Chicago, IL USA 60603	Vice-President

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
GLOVER, Thomas S.	829 Park Avenue Apt. 8A New York, NY USA 10021	3 Times Square New York, NY USA 10036	Managing Director
GOLDSMITH, Mathew	321 East 90 th Street New York, NY USA 10128	3 Times Square New York, NY USA 10036	Managing Director
GOLL, James J.	32 Three Wells Lane Darien, CT USA 06820	3 Times Square New York, NY USA 10036	Managing Director
HANAU, Kenneth	21 Gladwin Place Bronxville, NY USA 10708	3 Times Square New York, NY USA 10036	Managing Director
HIDA, Masami	3845 North Ashland Unit 3E Chicago, IL USA 60613	115 S. LaSalle St. 13W Chicago, IL USA 60603	Vice-President
HINDENACH, James L.	111 Hemlock Hills North Fairfield, CT USA 06430	3 Times Square New York, NY USA 10036	Vice-President
HURWITZ, Peter A.	40 Half Moon Lane Irvington, NY USA 10530	3 Times Square New York, NY USA 10036	Managing Director
JOHNSON, Paul	1108 Linden Ave. Deerfield, IL USA 60015	111 West Monroe St. 20E Chicago, IL USA 60603	Vice-President
KAISAND, Craig	148 Watchung Ave. Chatham, NJ USA 07928	3 Times Square New York, NY USA 10036	Vice-President
KENT, James P.	5861 West 126 th Street Alsip, IL USA 60803	115 South LaSalle 19W Chicago, IL USA 60603	Vice-President

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
KIJEWSKI, Richard M.	66 - 17th Charleston Oak Forest, IL USA 60452	115 South LaSalle St. 20th Floor West Chicago, IL USA 60603	Managing Director
KING, Edmund	333 Sunset Road Winnetka, Chicago USA 60093	111 West Monroe St. 20th Floor East Chicago, IL USA 60603	Managing Director
KNOOP, Steven E.	641 W. Willow Apt. 102 Chicago, IL USA 60614	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
KRIS, Douglas A.	4 Hemlock Lane Morristown, NJ USA 07960	3 Times Square New York, NY USA 10036	Vice-President
KUCERA, David John	1800 West Wabansia Chicago, IL USA 60622	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
LAUTERJUNG, Amy	5125 North Kenmore Ave. Apt 5S Chicago, IL 60640	111 West Monroe St. 11W Chicago, IL USA 60603	Vice-President
LAVITT, Jed	44 Jane Street New York, NY USA 10014	3 Times Square New York, NY USA 10036	Vice-President
LAZAROVICI, Victor	100 Green Acres Ave. Scarsdale, NY USA 10583-7109	3 Times Square New York, NY USA 10036	Managing Director
LEASURE, Dirk W.	94 Five Mile River Road Darien, CT USA 06820	3 Times Square New York, NY USA 10036	Managing Director

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
LEAVY, Keith C.	20 Gleeeful Lane Valley Cottage, NY USA 10989	3 Times Square New York, NY USA 10036	Managing Director
LYNCH, Owen Thomas	68 Oakland Place Summit, NJ USA 07901	3 Times Square New York, NY USA 10036	Executive Managing Director
MAJERUS, Paul Gregory	1016 West Wolfran Apt. 3 Chicago, IL USA 60657	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
MARK, Ronald L.	2524 Woodlawn Road Northbrook, IL USA 60062	115 South LaSalle 19W Chicago, IL USA 60603	Vice-President
McVEY, James Joseph	132 Lawrence Ave. Staten Island, NY USA 10310	1 First Canadian Place Toronto, Ontario M5X 1H3 Canada	Managing Director
MEYER, Timothy P.	301 Main Street Westport, CT USA 06880	3 Times Square New York, NY USA 10036	Managing Director
MOGLIA, James J.	825 West Shore Drive Kinnelon, NJ USA 07405	3 Times Square New York, NY USA 10036	Executive Managing Director
MOHAMMED, Neil	266 East 78 th St. 17 th floor New York, NY USA 10021-2078	3 Times Square New York, NY USA 10036	Vice-President
MOORE, Andrew	173 Summit Avenue Upper Montclair, NJ USA 07043	3 Times Square New York, NY USA 10036	Managing Director
MORGAN, Headley Lloyd	1565 East 37 th St. Brooklyn, NY USA 11234	3 Times Square New York, NY USA 10036	Vice-President

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
MORRIS, Gregory Paul	1372 Crabapple Ct. Batoria, IL USA 60510	115 South LaSalle Street 20th Floor West Chicago, IL USA 60603	Vice-President
MOSER, William John	1120 Glencrest Dr. Inverness, IL USA 60010	115 South LaSalle Street 20th Floor West Chicago, IL USA 60603	Vice-President
MURPHY, Patrick J.	1223 Park Avenue River Forest, IL USA 60305	200 West Monroe 18th Floor Chicago, IL USA 60606	Vice-President Tax
NIEBRUGGE, Keith J.	6511 Cambridge Rd. Willowbrook, IL USA 60521	115 South LaSalle Street 13 W Chicago, IL USA 60603	Vice-President
NOLAN, Christian T.	760 West End Avenue Apt. 6E New York, NY USA 10025	3 Times Square New York, NY USA 10036	Vice-President
NOLAN, Robert B. (Jr.)	602 North Street Greenwich, CT USA 06830	3 Times Square New York, NY USA 10036	Executive Managing Director
ONORIO, Paul G.	56 Parsler Place Fords, NJ USA 08863	3 Times Square New York, NY USA 10036	Vice-President
PAPPANO, John Robert	11900 N. Elma Avenue Elgin, IL USA 60120	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Vice-President
PETERS, Matthew	838 West Armitage Apt. 2W Chicago, IL USA 60614	115 S. LaSalle Street Chicago, IL USA 60603	Vice-President

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
PHILLIPS, Jeffrey James	28533 Heritage Oak Road Barrington, IL USA 60010	115 South LaSalle St. 20th Floor West Chicago, IL USA 60603	Executive Managing Director
PINCUS, Michael	237 Homes Avenue Clarendon Hills, IL USA 06820	111 West Monroe St. 10W Chicago, IL USA 60603	Managing Director
PRIOLEAU, Charlie	1903 Olympia Houston, TX USA 77019	700 Louisiana Street Suite 4400 Houston, TX USA 77002	Executive Managing Director
PROSTIC, Seth	1120 W. Melrose Chicago, IL USA 60657	111 West Monroe St. 20 E Chicago, IL USA 60603	Vice-President
RIFFE, Kristi S.	33 Bright Ridge Drive Schaumburg, IL USA 60194	115 S. LaSalle Street Floor 13W Chicago, IL USA 60603	Vice-President
ROCHE, Mark	2732 Cheyenne Drive Naberville, IL USA 60565	115 South LaSalle St. 20th Floor West Chicago, IL USA 60603	Managing Director
RODMAN, Benjamin	427 9th St. Wilmette, IL USA 60091	111 West Monroe St. 20th Floor West Chicago, IL USA 60604	Managing Director
ROSE, Derek	428 South Wesley Ave. Oak Park, IL USA 60301	111 West Monroe St. 13W Chicago, IL USA 60603	Vice-President
ROTH, Elisabeth "Betsy"	643 West Fullerton Pkwy Unit 2 Chicago, IL USA 60614	111 West Monroe St. Floor 20E Chicago, IL USA 60603	Vice-President

HARRIS NESBITT CORP.

(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
RUBIN, David M.	4450 Davis Street Skokie, IL USA 60076	111 West Monroe St. 5W Chicago, IL USA 60603	Managing Director
RUTH, Christopher H.	955 Lexington Avenue New York, NY USA 10021	3 Times Square New York, NY USA 10036	Managing Director
SCHNEIDER, William	451 Strey Lane Houston, TX USA 07078	700 Louisiana Street Suite 4400 Houston, TX USA 77002	Managing Director
SELPH, Diane	435 West Erie Street Suite 1106 Chicago, IL USA 60610	111 West Monroe St/ 20E Chicago, IL USA 60603	Vice-President
SHAFFER, Norman Stuart	110 Highland Avenue Short Hills, NJ USA 07078	3 Times Square New York, NY USA 10036	Managing Director
SILVA, Benjamin Jr.	365 Cedar Swamp Road Jackson, NJ USA 08527	3 Times Square New York, NY USA 10036	Vice-President
STANLEY, Geoffrey Douglas	396 Sound Beach Ave. Old Greenwich, CT USA 06870	3 Times Square New York, NY USA 10036	Managing Director
STEENBERGEN, Bart G.	604 Glenwood Lane Glenview, IL USA 60025	115 South LaSalle St. 13 th Floor West Chicago, IL USA 60603	Vice President
STODART, Eugene Robert	18926 Windsor Lake Dr. Houston, TX USA 77094	700 Louisiana St. Suite 4425 Houston, TX USA 77002	Managing Director

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
SUTTON, Douglas P.	1108 Cherry Street Winnetka, IL USA 60093	111 West Monroe Floor 10E Chicago, IL USA 60603	Managing Director
SYLVAN, Ian L.	375 Castlewood Lane Deerfield, IL USA 60015	111 West Monroe Floor 20E Chicago, IL USA 60603	Managing Director
TAYLOR, Jeffrey	49 North Bridgeview St. Palatine, IL USA 60067	111 West Monroe Floor 20E Chicago, IL USA 60603	Vice-President
THOMSON, William Arthur Ian	856 W. Buckingham Apt. 2W Chicago, IL USA 60657	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
VITTON, Charles W.	266 Oak Ridge Ave. Summit, NJ USA 07901	3 Times Square New York, NY USA 10036	Managing Director
VITTON, Michael Stephen	16 Otter Rock Drive Greenwich, CT USA 06830	3 Times Square New York, NY USA 10036	Executive Managing Director
VORSTER, Susanne H.	111-09 76th Road Apt. E-1 Forest Hills, NY USA 11375	3 Times Square 28th Floor New York, NY USA 10036	Vice-President and Chief Financial Officer
WALSH, James	1716 Delogier Glenview, IL USA 60025	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
WALSH, Peter Edward	161 Copperwood Dr. Buffalo Grove, IL USA 60089	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director

HARRIS NESBITT CORP.
(as at January 20, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
WHITE, John M.	2914 Chiswell Houston, TX USA 77025	700 Louisiana St. Suite 4425 Houston, TX USA 77002	Managing Director
WITTSCHEN, Thomas	20 Monroe Plc. Brooklyn, NY USA 11201	3 Times Square New York, NY USA 10036	Managing Director
WRIGHT, Thomas Charles	780 Sheridan Road Glencoe, IL USA, 60022	111 West Monroe St. 20 th Floor C Chicago, Illinois USA 60604	Executive Managing Director
ZABAN, Brian	2343 North Greenview Apt. 204 Chicago, IL 60614	115 S. LaSalle St. 13W Chicago, IL 60603	Vice-President
ZAMFOTIS, Andrew	188 East 78 th Street Apt. 30B New York, NY USA 10021	3 Times Square New York, NY USA 10036	Vice-President

Delaware

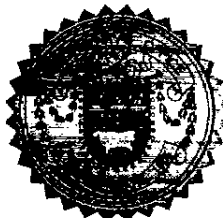
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARRIS NESBITT CORP." 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-THIRD DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARRIS NESBITT CORP." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1988.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2156108 8300

AUTHENTICATION: 2889550

040051075

DATE: 01-23-04