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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Macquarie Securities (USA) Inc.

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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. Macquarie Securities (USA) Inc.

(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. 98-0141094

(FEI number, if applicable)

4. March 1, 1994

(Date of incorporation)

5. Perpetual

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

6. February 1, 2006

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 125 West 55th Street - 22nd Floor, New York, New York 10019

(Principal office address)

Macquarie Securities (USA) Inc., Attention: Secretary, 125 West 55th Street - 22nd Floor, New York, New York 10019

(Current mailing address)

8. U.S. 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 **NOT** acceptable)

Name: CT 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.

CT Corporation System

By:

James M. Newsome
(Registered agent's signature)

JAMES M. NEWSOME
Special 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.

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

A. DIRECTORS

Chairman: Luke Sullivan

Address: Macquarie Securities (USA) Inc., 125 West 55th Street - 22nd Floor
New York, New York 10019

Vice Chairman: Murray Bleach

Address: Macquarie Securities (USA) Inc., 125 West 55th Street - 22nd Floor
New York, New York 10019

Director: Roy Laidlaw

Address: Macquarie Bank Limited, No. 1 Martin Place
Sydney, NSW 2000, Australia

Director: Kieran Moffat

Address: Macquarie Securities (USA) Inc., 125 West 55th Street - 22nd Floor
New York, New York 10019

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B. OFFICERS

President: Luke Sullivan

Address: Macquarie Securities (USA) Inc., 125 West 55th Street - 22nd Floor
New York, New York 10019

Vice President: none

Address: _____

Secretary: Michael Glynn

Address: Macquarie Holdings (U.S.A.) Inc., 125 West 55th Street - 22nd Floor, New York, New York 10019

Treasurer: Michael Glynn

Address: Macquarie Holdings (U.S.A.) Inc., 125 West 55th Street - 22nd Floor, New York, New York 10019

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

13. Michael Glynn
(Signature of Director or Officer listed in number 12 of the application)

14. Michael Glynn, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

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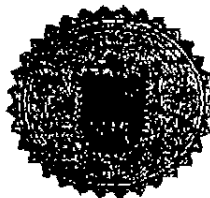
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MACQUARIE SECURITIES (USA) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JANUARY, A.D. 2006.

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.

SECRETARY OF STATE
DELAWARE, FLORIDA
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4464935

DATE: 01-20-06

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