

**F0600000/360**

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**CREDIT SUISSE (USA), INC.**

Certificate of Status	0
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*[Handwritten Signature]*  
2/28

**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. Credit Suisse (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. 13-1898818

(FEI number, if applicable)

4. October 20, 1959

(Date of incorporation)

5. perpetual

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

6. upon filing

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

7. 11 Madison Avenue, NY, NY 10010

(Principal office address)

11 Madison Avenue, NY, NY 10010

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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

By: 

(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 Rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: see attached 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. 

(Signature of Director or Officer listed in number 12 of the application)

14. Rhonda G. Matty, Assistant Secretary

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

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**RIDER**

**Credit Suisse (USA), Inc.**

**Board of Directors**

<b><u>Name</u></b>	<b><u>Business Address</u></b>
Brady W. Dougan	11 Madison Ave. New York, NY 10010
Neil Moskowitz	11 Madison Ave., New York, NY 10010
Lewis H. Wirshba	11 Madison Ave. New York, NY 10010

**Officers**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Business Address</u></b>
Brady W. Dougan	President and Chief Executive Officer	11 Madison Ave. New York, NY 10010
Neil Moskowitz	Managing Director	11 Madison Ave. New York, NY 10010
David C. Fisher	Chief Financial and Accounting Officer	11 Madison Ave. New York, NY 10010
D. Neil Radey	Managing Director and General Counsel	11 Madison Ave. New York, NY 10010
Peter J. Feeney	Treasurer	11 Madison Ave. New York, NY 10010
Lori M. Russo	Secretary	1 Madison Ave. New York, NY 10010
Rhonda G. Matty	Assistant Secretary	1 Madison Ave. New York, NY 10010

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# Delaware

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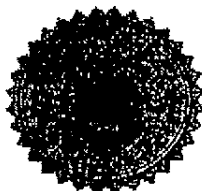
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CREDIT SUISSE (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 TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CREDIT SUISSE (USA), INC." WAS INCORPORATED ON THE TWENTIETH DAY OF OCTOBER, A.D. 1959.

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.



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4551053

DATE: 02-27-06

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