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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAR 11 AM 10:00

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FOREIGN PROFIT/NONPROFIT CORPORATION

Skandia Securities Americas, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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DIVISION OF CORPORATION

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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. Shandia Securities Americas, 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, USA

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

3.

81-0595742

(FBI number, if applicable)

4.

02/04/2003

(Date of incorporation)

5.

Perpetual

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

6.

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

7. 1001 Brickell Bay Drive Suite 1714 Miami, FL 33131

(Principal office address)

2 Corporate Drive Suite 144 Shelton, CT 06484

(Current mailing address)

8.

Registered 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 S. Pine Island Rd

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.

Carine Bay

(Registered agent's signature)

CONNIE BRYAN
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

2008 MAR 11 AM 10:00

Chairman: Jessica Wheeler

Address: 2 Corporate Drive Suite 144
Shelton, CT 06484

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: Michael Hemming

Address: Old Mutual Place, Ground Floor
2 Lambeth Hill, London EC4V 4SL

Director: _____

Address: _____

B. OFFICERS

President: Jessica Wheeler

Address: 2 Corporate Drive Suite 144
Shelton, CT 06484

Vice President: _____

Address: _____

Secretary: Michelle E. Plotkin

Address: 2 Corporate Drive Suite 144 Shelton, CT 06484

Treasurer: John Pagano

Address: 2 Corporate Drive Suite 144 Shelton, CT 06484

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. _____

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SKANDIA SECURITIES AMERICAS, 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 TENTH DAY OF MARCH, A.D. 2008.

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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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6438670

DATE: 03-10-08