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FOREIGN PROFIT/NONPROFIT CORPORATION

MBIA Capital Management Corp.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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600-42-9

**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. MBIA CAPITAL MANAGEMENT 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. 13-3750425

(FEI number, if applicable)

4. DECEMBER 1, 1993

(Date of incorporation)

5. PERPETUAL

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

6. N/A.

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

7. 113 KING STREET, ARMONK, NEW YORK 10504

(Principal office address)

113 KING STREET, ARMONK, NEW YORK 10504

(Current mailing address)

8. REGISTERED INVESTMENT ADVISER AND BROKER-DEALER THAT PROVIDES INVESTMENT MANAGEMENT SERVICES.

(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: 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.

C T Corporation System

By: Sohan R. Dindyal

(Registered agent's signature)

**Sohan R. Dindyal
Vice President**

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:

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A. DIRECTORS

Chairman: N/A.

Address: _____

Vice Chairman: N/A.

Address: _____

Director: William C. Fallon

Address: 113 King Street

Armonk, New York 10504

Director: E. Gerard Berrigan

Address: 113 King Street

Armonk, New York 10504

B. OFFICERS

President: Clifford D. Corso

Address: 113 King Street

Armonk, New York 10504

Vice President: Jason Celente

Address: 113 King Street

Armonk, New York 10504

Secretary: Leonard I. Chubinsky

Address: 113 King Street, Armonk, New York 10504

Treasurer: Marc D. Morris

Address: 113 King Street, Armonk, New York 10543

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

13. _____

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

14. _____

CLIFFORD D. CORSO, PRESIDENT AND CHIEF INVESTMENT OFFICER

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

ADDENDUM A

**ADDITIONAL OFFICERS AND DIRECTORS
OF
MBIA CAPITAL MANAGEMENT CORP.**

DIRECTORS:

Clifford D. Corso
Marc D. Morris

OFFICERS:

E. Gerard Berrigan	Managing Director
David McCollum	Managing Director
Gerhard Oberholzer	Managing Director
Eric Williamson	Managing Director
Jason A. Cameron	Managing Director
Craig L. Armstrong	Director
Jeffrey Bernstein	Director
Robert T. Claiborne	Director
Andrew Dixon	Director
Jesse L. Fogarty	Director
Gautam Khanna	Director
Jeffrey MacDonald	Director
Matthew Sleight	Director
Laura Thorne-Trawinski	Director
Thomas F. Vandermak	Director
Christina Y. Hwang	Vice President, Tax Filings
Jason Celente	Vice President
Richard S. Talmadge	Vice President
James DiChiaro	Vice President
Leonard I. Chubinsky	General Counsel and Secretary
Gail D. Makode	Assistant Secretary

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MBIA CAPITAL MANAGEMENT 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 FIFTEENTH DAY OF JUNE, A.D. 2009.

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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TALLAHASSEE, FLORIDA

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7360391

DATE: 06-15-09