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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

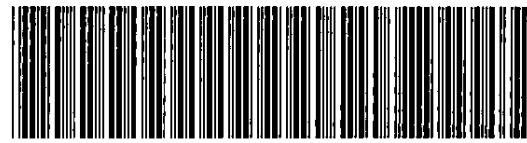
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALIAFERRO, VIRGINIA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Toronto Dominion Capital (U.S.A.), Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Suzanne Franco

Name of Person

Toronto Dominion Capital (U.S.A.), Inc.

Firm/Company

31 West 52nd Street

Address

New York, NY 10019

City/State and Zip code

suzanne.franco@tdsecurities.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Suzanne Franco

Name of Person

at (212) 827-7488

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

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. Toronto Dominion Capital (U.S.A.), Inc.

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

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

2. Delaware 3. 13-3866291

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

(FEI number, if applicable)

4. 9/21/95 5. perpetual

(Date of incorporation)

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

6. September 1, 2011

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 31 West 52nd Street, New York, NY 10019

(Principal office address)

31 West 52nd Street, New York, NY 10019

(Current mailing address)

8. investing in Florida partnerships

(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)

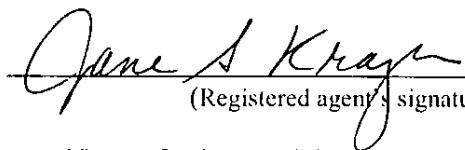
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.


(Registered agent's signature)

Jane S. Krayer, Assistant VP

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

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. Suzanne Franco

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Suzanne Franco, Secretary

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

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TOM WILHANSEN, FILED

Toronto Dominion Capital (U.S.A.), Inc.

Officers

Brendan O'Halloran, President, 31 West 52nd Street, NY, NY 10019

Nancy Haraf, Vice President, 31 West 52nd Street, NY, NY 10019

Martha Gariepy, Treasurer, 909 Fannin Street, Suite 1950, Houston, TX 77010

Suzanne Franco, Secretary, 31 West 52nd Street, NY, NY 10019

Directors

Brendan O'Halloran, 31 West 52nd Street, NY, NY 10019

Frank Tripodi, 31 West 52nd Street, NY, NY 10019

Linda Dougherty, 66 Wellington Street West, Toronto, Ontario, Canada M5K 1A2

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TORONTO DOMINION CAPITAL (U.S.A.), 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-SIXTH DAY OF OCTOBER, A.D. 2011.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TORONTO DOMINION CAPITAL (U.S.A.), INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

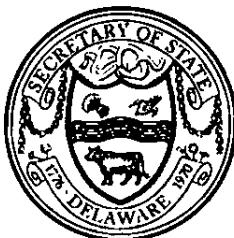
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9117172

DATE: 10-26-11