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Jun 03 1997 8:00am  
Secretary of State

NON-PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000005533 (4)

1. Corporation Name

TORONTO DOMINION SECURITIES (USA) INC.

TD Securities (USA) Inc.



Principal Place of Business  
31 WEST 52ND ST., 21ST FLOOR  
NEW YORK NY 10019

Mailing Address  
31 WEST 52ND ST., 21ST FLOOR  
NEW YORK NY 10019-6118

3. Date Incorporated or Qualified  
10/25/1994

3a. Date of Last Report  
02/21/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

4. FEI Number  
22-2203727

Applied For  
Not Applicable

5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE ☐ DELETE

NAME  
BROCK, WILLIAM  
55 KING ST. W. & BAY ST.  
TORONTO, ONTARIO

TITLE ☐ DELETE

NAME  
MCDONALD, STEPHEN D  
55 KING ST. W. & BAY ST.  
TORONTO, ONTARIO

TITLE ☐ DELETE

NAME  
FOX-CROFT, KENNETH B  
55 KING ST. W. & BAY ST.  
TORONTO, ONTARIO

TITLE ☐ DELETE

NAME  
WRIGHT, DONALD  
55 KING ST W & BAY ST  
TORONTO ON

TITLE ☐ DELETE

NAME  
MUELLER, MICHAEL P  
31 W 52ND ST  
NEW YORK NY

TITLE ☐ DELETE

NAME  
BETHLENFALVY, PETER A  
55 KING ST W. & BAY ST.  
TORONTO ONTARIO CANADA M5K1A-2

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

See attachment

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

600002208226

-06/11/97--01006--022

\*\*\*165.00

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE

MARC BAUM

CR2E034 (9/96)

**TD SECURITIES (USA) INC.  
LIST OF SOLE STOCKHOLDER,  
BOARD OF DIRECTORS AND  
CORPORATE OFFICERS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>BUSINESS ADDRESS</u></b>
Toronto Dominion Holdings (U.S.A.) Inc.	Sole Stockholder	909 Fannin St. Houston, Texas
McDonald, Stephen D.	Co-Chairman & Director	55 King St. W. & Bay St. Toronto, Ontario
Brock, William T.	Co-Chairman & Director	55 King St. W. & Bay St. Toronto, Ontario
Wright, Donald A.	Director	55 King St. W. & Bay St Toronto, Ontario
Foxcroft, Kenneth B.	Director	55 King St. W. & Bay St Toronto, Ontario
Mueller, Michael P.	Director	31 W. 52nd St. New York, New York
Bethlenfalvy, Peter A.	President, Chief Operating Officer & Director	31 W. 52nd St. New York, New York
Anthony, Kym G.F.	Director	55 King St. W. & Bay Street Toronto, Ontario
Hight, Kenneth C.	Director	55 King St. W. & Bay Street Toronto, Ontario
Miller, Amy L.	Senior Managing Director & Director	31 W. 52nd St. New York, New York
Healy, Mark C.	Chief Financial Officer	31 W. 52nd St. New York, New York
Baum, Marc	Managing Director & Chief Compliance Officer	31 W. 52nd St. New York, New York
Caiati, Robert	Managing Director	31 W. 52nd St. New York, New York
Elde, Nadine	Secretary	31 W. 52nd St. New York, New York
Kraus, Robin	Assistant Secretary	31 W. 52nd St. New York, New York