

F95000003392

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

800001507628
-06/07/95--01085--005
****122.50 ****122.50

SUBJECT: Raymond James Credit Corporation
(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", 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:

Christine Hill
(Name of Person)

Raymond James & Associates, Inc., Legal Department
(Firm/Company)

880 Carillon Parkway
(Address)

St. Petersburg, Florida 33716
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUL 17 11 5:23
4/17/95

Should you need to call someone concerning this matter, please call:

Christine Hill at (813) 573 - 3800 ext. 5050
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1995

CHRISTINE HILL
RAYMOND JAMES & ASSOC./ LEGAL DEPT.
880 CARILLON PARKWAY
ST. PETERSBURG, FL 33716

SUBJECT: RAYMOND JAMES CREDIT CORPORATION
Ref. Number: W95000011632

We have received your document for RAYMOND JAMES CREDIT CORPORATION and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 295A00028191



July 13, 1995

Lee Rivers
Qualification/Tax Lien Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: RAYMOND JAMES CREDIT CORPORATION

Dear Mr. Rivers:

Pursuant to our telephone conversation of today, enclosed please find a Certificate of Good Standing for Raymond James Credit Corporation. Please file our Application by Foreign Corporation for Authorization to Transact Business in Florida already in your possession. Please forward a certified copy of same to me at your earliest convenience.

If you have any questions, please contact me. Thank you for your anticipated attention to this matter.

Very truly yours,

CHRISTINE I. HILL
Legal Assistant

Enclosure

RAYMOND JAMES

S. ASSOCIATES, INC.
Member New York Stock Exchange/SIPC

The Raymond James Financial Center 880 Caillion Parkway P.O. Box 12749
St. Petersburg, Florida 33733-2749 (813) 573-3800

**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. Raymond James Credit Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/24/95 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/24/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 880 Carillon Parkway
St. Petersburg, Florida 33716
(Current mailing address)

8. Securities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

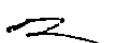
Name: Paul L. Matecki

Office Address: 880 Carillon Parkway

St. Petersburg, Florida, 33716
(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)

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Jeffrey P. Jullien

Address: 880 Carillon Parkway
St. Petersburg, Florida 33716

Vice Chairman: Dennis W. Zank

Address: 880 Carillon Parkway
St. Petersburg, Florida 33716

Director: Thomas R. Tremaine

Address: 880 Carillon Parkway
St. Petersburg, Florida 33716

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Jeffrey P. Jullien

Address: 880 Carillon Parkway
St. Petersburg, Florida 33716

Vice President: Dennis W. Zank

Address: 880 Carillon Parkway
St. Petersburg, Florida 33716


Secretary: Paul L. Matecki

Address: 880 Carillon Parkway
St. Petersburg, Florida 33716

Treasurer: Thomas R. Tremaine

Address: 880 Carillon Parkway, St. Petersburg, Florida 33716

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul L. Matecki, Secretary
(Typed or printed name and capacity of person signing application)

Vice President

John T. Kritaan
880 Carillon Parkway
St. Petersburg, Florida 33716

Vice President

David W. Cobb
7000 Central Parkway
Suite 1570
Atlanta, Georgia 30328

Vice President

Bernard J. Tanenbaum
7000 Central Parkway
Suite 1570
Atlanta, Georgia 30328

Asst. Secretary

Grace Palsha
880 Carillon Parkway
St. Petersburg, Florida 33716

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAYMOND JAMES CREDIT CORPORATION" 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 SIXTH DAY OF JULY, A.D. 1995.

RECORDED
INDEXED
JUL 7 1995
9:23



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2486839 8300

DATE: 7564995

950148985

07-06-95