

Document Number Only

F96000006443

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

NASD Regulation, Inc.

300002024953-1-5
-12/10/96--01125-005
*****70.00 *****70.00

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☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

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12-10

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

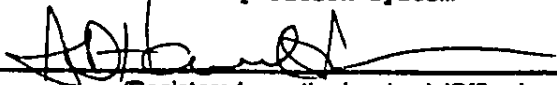
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. NASD Regulation, Inc.
(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
(State or country under the law of which it is incorporated)
3. 52-1959501
(FEI number, if applicable)
4. January 25, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 1735 K Street, N.W., Washington, D.C. 20006
(Current mailing address)
8. See attached purpose clause
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

A.D. Hamilton / Asst. Secretary
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: Mary Alice Brophy

Address: 60 South Sixth Street

Minneapolis, Minnesota 55402

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____
Address: _____

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. Joan C. Conley, Secretary
(Typed or printed name and capacity of person signing application)

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**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
NASD Regulation, Inc.**

NASD Regulation, Inc. is an independent subsidiary of the National Association of Securities Dealers, Inc. that is responsible for regulating the securities industry and the Nasdaq Stock Market for the benefit and protection of investors.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
NASD Regulation, Inc.**

1. Mary L. Schapiro
1735 K Street, N.W.
Washington, D.C. 20006
2. Robert J. Birnbaum
313 Bedford Road
Ridgewood, New Jersey 07450
3. James C. Bradford, Jr.
330 Commerce Street
Nashville, Tennessee 37201
4. Mary Alice Brophy
60 South Sixth Street
Minneapolis, Minnesota 55402
5. Ellyn L. Brown
100 West University Parkway, Suite 700
Baltimore, Maryland 21210
6. Herbert H. Brown
1899 L Street, Suite 500
Washington, D.C. 20036
7. Richard F. Brueckner
1 Pershing Plaza
Jersey City, New Jersey 07399
8. James E. Burton
400 P Street, P.O. Box 942701
Sacramento, California 94229
9. J. Wendell Garrett
4742 North 24th Street, Court One, Suite 180
Phoenix, Arizona 85016
10. Robert R. Glauber
Kennedy School, Harvard University
Cambridge, Massachusetts 02138
11. Dennis C. Hensley
60 Wall Street
New York, New York 10260
12. Bonnie Guiton Hill
Monroe Hall, Univ. of Virginia
Charlottesville, Virginia 22903

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)

13. William H. Hudnot, III
243 South Wabash Street, Suite 850
Chicago, Illinois 60604
14. Alico T. Kane
51 Madison Avenue, Room 1301
New York, New York 10010
15. F. Van Kasper
600 California Street, Suite 1700
San Francisco, California 94108
16. Carl E. Lindros
200 East Carrillo, Suite 302
Santa Barbara, California 93101
17. Philip R. Locher, Jr.
75 Rockefeller Plaza, 28th Floor
New York, New York 10019
18. Edgar M. Norris, Jr.
P.O. Box 247
Greenville, South Carolina 29602
19. Alfred E. Osborne, Jr.
110 Westwood Plaza, Suite C305
Los Angeles, California 90095
20. James A. Richter
One Griswold Street
Detroit, Michigan 48226
21. James S. Riepe
100 East Pratt Street
Baltimore, Maryland 21202
22. Todd A. Robinson
155 Federal Street, 14th Floor
Boston, Massachusetts 02110
23. William A. Rogers
300 South Wacker Drive
Chicago, Illinois 60606
24. Robert A. Woeber
Two Gateway Center
Pittsburgh, Pennsylvania 15222
25. John Sexton
40 Washington Square South
New York, New York 10012
26. A. A. Somer, Jr.
1806 M Street, N.W.

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)
Washington, D.C. 20036

27. Raymond E. Woolridge
1201 Elm Street, Suite 3500
Dallas, Texas 75270

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
NASD Regulation, Inc.**

1. Mary L. Schapiro, President
1735 K Street, N.W.
Washington, D.C. 20006
2. John E. Pinto, Executive Vice President
1735 K Street, N.W.
Washington, D.C. 20006
3. Elisse B. Walter, Executive Vice President & COO
1735 K Street, N.W.
Washington, D.C. 20006
4. James R. Allen, Senior Vice President & Treasurer
15201 Diamondback Drive
Rockville, Maryland 20850
5. James H. Cangiano, Senior Vice President
9513 Key West Avenue
Rockville, Maryland 20850
6. Gerard F. Foley, Senior Vice President
9513 Key West Avenue
Rockville, Maryland 20850
7. Wendell O. Jones, Senior Vice President
15201 Diamondback Drive
Rockville, Maryland 20850
8. Martin A. Kuperberg, Senior Vice President
33 Whitehall Street
New York, New York 10004
9. John P. Nocella, Senior Vice President
1818 Market Street, 14th Floor
Philadelphia, Pennsylvania 19103
10. Alden S. Adkins, Vice President & General Counsel
1735 K Street, N.W.
Washington, D.C. 20006
11. Frank J. Birgfeld, Vice President
370 17th Street, Suite 2900
Denver, Colorado 80202
12. Warren A. Butler, Vice President
1100 Poydras Street, Energy Centre, Suite 850
New Orleans, Louisiana 70163

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)

13. Thomas R. Cassella, Vice President
1735 K Street, N.W.
Washington, D.C. 20006
14. Seth P. Chamberlain, Vice President
5 Choke Cherry Drive
Rockville, Maryland 20850
15. R. Clark Hooper, Vice President
1735 K Street, N.W.
Washington, D.C. 20006
16. Samuel E. Laughery, Vice President
9513 Key West Avenue
Rockville, Maryland 20850
17. Stephen I. Luparello, Vice President
1735 K Street, N.W.
Washington, D.C. 20006
18. Deborah Masucci, Vice President
33 Whitehall Street
New York, New York 10004
19. Frank J. McAuliffe, Vice President
9513 Key West Avenue
Rockville, Maryland 20850
20. David T. Miller, Vice President
15201 Diamondback Drive
Rockville, Maryland 20850
21. Willis H. Riccio, Vice President
260 Franklin Street, 16th Floor
Boston, Massachusetts 02110
22. Jack Rosenfield, Vice President
120 West 12th Street, Suite 900
Kansas City, Missouri 64105
23. J. Jack Samarias, Vice President
15201 Diamondback Drive
Rockville, Maryland 20850
24. William R. Schief, Vice President
9513 Key West Avenue
Rockville, Maryland 20850
25. Joan C. Conley, Secretary
1735 K Street, N.W.
Washington, D.C. 20006

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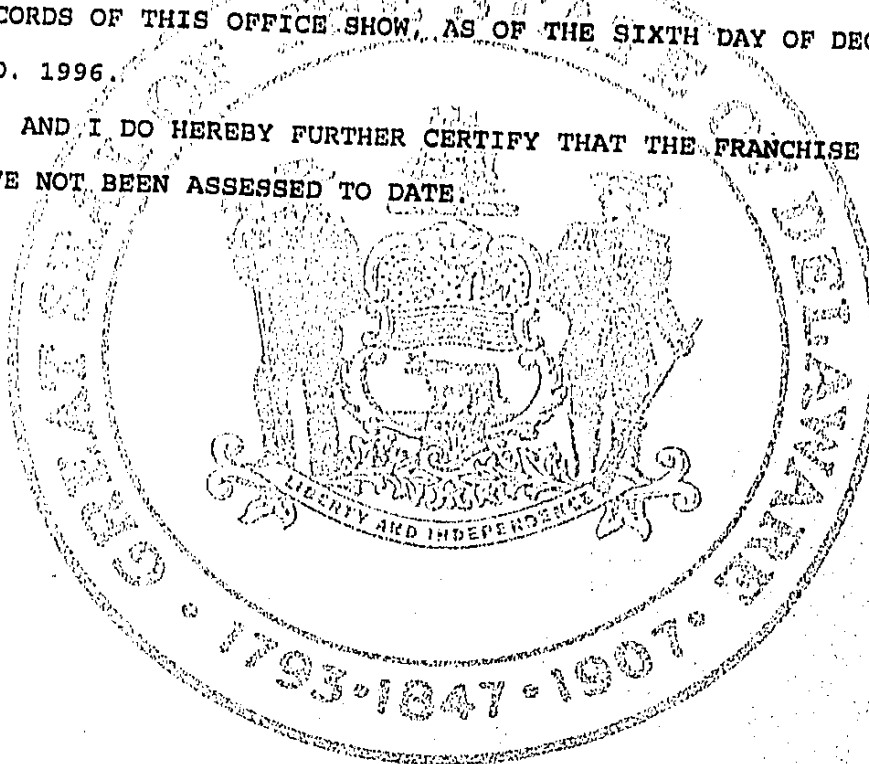
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NASD REGULATION, 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 SIXTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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960358165

AUTHENTICATION:

DATE:

8226832

12-06-96