

F97000006326



ACCOUNT NO. : 072100000032

REFERENCE : 617355 4301771

AUTHORIZATION : Patricia Piziti

COST LIMIT : \$70.00

ORDER DATE : December 1, 1997

ORDER TIME : 9:15 AM

ORDER NO. : 617355-025

CUSTOMER NO: 4301771

CUSTOMER: Susan Levin, Legal Asst
Paul Weiss Rifkind Wharton &
1285 Avenue Of The Americas
Library 28th Floor
New York, NY 100196064

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: FITCH IBCA, INC.

600002360806---4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12/2

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Fitch IBCA, Inc.
(Name of corporation)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-3974563
(FEI number, if applicable)
4. September 30, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida)
7. One State Street Plaza, New York, New York 10004
(Current mailing address)
8. Transaction of all lawful business
(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: Corporation Service Company
Office Address: 1201 Hays Street, Tallahassee, Florida 32301

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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.

Corporation Service Company

By: *Gaëlle Sheeley*
Registered Agent

11. Attached is a certificate of existence duly authenticated, not more than 30 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. Name and addresses of officers and/or directors:

A. DIRECTOR

<u>NAME</u>	<u>ADDRESS</u>
Véronique Morali	One State Street Plaza, New York, New York 10004

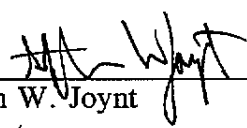
B. OFFICERS

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman	Marc Ladreit de Lacharrière	One State Street Plaza, New York, NY 10004
Executive Vice President	Véronique Morali	One State Street Plaza, New York, NY 10004
Vice Chairman & Chief Executive Officer	Robin Monroe-Davies	One State Street Plaza, New York, NY 10004
President	Stephen W. Joynt	One State Street Plaza, New York, NY 10004
Treasurer and Chief Financial Officer	David B. Kennedy	One State Street Plaza, New York, NY 10004

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<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice Chairman of the Board, Secretary and General Counsel	Neil D. Baron	One State Street Plaza, New York, NY 10004

13.



Stephen W. Joynt
President

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "FITCH IBCA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FITCH/IBCA, INC." TO "FITCH IBCA, INC." FILED THE NINETEENTH DAY OF NOVEMBER, A.D. 1997, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2802860 8310

AUTHENTICATION: 8776918

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DATE: 11-25-97