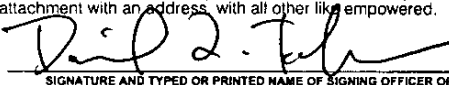


2006 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Mar 28, 2006 8:00 am
Secretary of State

03-28-2006 90120 039 ***150.00

DOCUMENT # F98000002630 1. Entity Name RBC DAIN RAUSCHER INC.					
Principal Place of Business 60 S. SIXTH ST. MINNEAPOLIS, MN 55402			Mailing Address 60 S. SIXTH ST. MINNEAPOLIS, MN 55402		
2. Principal Place of Business		3. Mailing Address			
Suite, Apt. #, etc.		Suite, Apt. #, etc.			
City & State		City & State			
Zip	Country	Zip	Country		
4. FEI Number 41-1416330				Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>				\$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324			7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code		
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____					
FILE NOW!!! FEE IS \$150.00 After May 1, 2006 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees			
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CD WEISER, IRVING 60 S. SIXTH ST. MINNEAPOLIS, MN 55402 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition See attachment for the complete list of officers and directors.	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCEO PETERS, BRIAN F 60 S. SIXTH ST. MINNEAPOLIS, MN 55402 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVD HOLTZ, LAWRENCE C 60 S. SIXTH ST. MINNEAPOLIS, MN 55402 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVD KAVANAGH, MICHAEL R 60 S. SIXTH ST. MINNEAPOLIS, MN 55402 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVD TAFT, JOHN G 60 S. SIXTH ST. MINNEAPOLIS, MN 55402 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS TORBENSON, DANIEL L 60 S. SIXTH ST. MINNEAPOLIS, MN 55402 <input type="checkbox"/> Delete		TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE: 			(Daniel L. Torbenson) 3/23/06 (612) 371-7692		
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR			Date Daytime Phone #		

40640686

ATTACHMENT

DIRECTORS AND OFFICERS (ATTACHMENT)
RBC DAIN RAUSCHER INC.

F9800000 2636

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Irving Weiser	Chairman and Director	60 South Sixth Street Minneapolis, MN 55402
John G. Taft	President, Chief Executive Officer and Director	60 South Sixth Street Minneapolis, MN 55402
Lawrence C. Holtz	Executive Vice President and Director	60 South Sixth Street Minneapolis, MN 55402
Michael R. Kavanagh	Executive Vice President and Director	60 South Sixth Street Minneapolis, MN 55402
Mary E. Zimmer	Director, Executive Vice President and Chief Operating Officer	60 South Sixth Street Minneapolis, MN 55402
Daniel L. Torbenson	Managing Director and General Counsel	60 South Sixth Street Minneapolis, MN 55402
Deborah J. Kermeen	Senior Vice President and Treasurer	60 South Sixth Street Minneapolis, MN 55402
Paul R. Yorston	Vice President and Assistant Treasurer	60 South Sixth Street Minneapolis, MN 55402
Joseph Fleming	Chief Compliance Officer	60 South Sixth Street Minneapolis, MN 55402
Lisa D. Levey	Secretary	One Liberty Plaza, 165 Broadway, 5 th Floor New York, NY 10006
Esther S. Hellwig	Assistant Secretary	One Liberty Plaza, 165 Broadway, 5 th Floor New York, NY 10006