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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000002622270--3

SUBJECT: IBAA Securities Corporation
(Name of corporation - must include suffix)

08/21/98 01087-002
****131.25 ****131.25

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:

Karen Stovall, Vice President of Compliance
(Name of Person)

IBAA Securities Corporation
(Firm/Company)

6077 Primacy Parkway, Suite 400
(Address)

Memphis, TN 38119
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Karen Stovall
(Name of Person)

at (901) 766-6374
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



August 20, 1998

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed is a check along with the documentation to register IBAA Securities Corporation (IBSC) as a foreign corporation with in the state of Florida.

The check enclosed, in the amount of \$131.25, is for the registration fee of \$70 and \$61.25 for the certified sealed copy.

As requested in the transmittal letter for IBSC a Certificate of Existence is attached from the state of Delaware for IBSC.

If you should have any questions or require additional information, do not hesitate to give me a call at (901) 766-6374.

Sincerely,

Karen M. Stovall
Vice President of Compliance

**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. IBAA Securities 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

(State or country under the law of which it is incorporated)

3. 06-1253210

(FEI number, if applicable)

4. November 8, 1988

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 20, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 6077 Primacy Parkway, 3rd Floor

Memphis, TN 38119

(Current mailing address)

8. Provide fixed income securities as a Broker/Dealer primarily to financial institutions

(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:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: Robert J. Ward

Office Address: 500 W. Cypress Creek Road, Suite 220

Fort Lauderdale, Florida, 33309

(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.

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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: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached List

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. C.J. Pickering, Director & President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

IBAA Securities Corporation

1998-1999

Directors:

Kenneth A. Guenther
Independent Bankers Association of America
One Thomas Circle N.W., Suite 950
Washington, DC 20005

David E. Hayes
Security Bank
1701 Highway 51 Bypass South
Dyersburg, TN 38024

Terry J. Jorde
Towner County State Bank
505 Fourth Street
Cando, ND 58324

Bill McQuillan
The City National Bank
123 S. Galway
Greeley, NE 68842-0306

C.J. Pickering
IBAA Securities Corporation
6077 Primacy Pkwy, 3rd Fl.
Memphis, TN 38119

Louis Prezeau
City National Bank of NJ
900 Broad Street
Newark, NJ 07102

James T. Riffe
Highlands Union Bank
340 W. Main Street
Abandon, VA 24210-2624

Nancy A. Ruyle
Citizens Bank of Rogersville
100 Front Street
Rogersville, MO 65742

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ALL INFORMATION
FLORIDA

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IBAA Securities Corporation

President:

C. J. Pickering
IBAA Securities Corporation
6077 Primacy Parkway, 3rd Floor
Memphis, TN 38119

Secretary:

Gary C. Teagno
Independent Bankers Association of America
One Thomas Circle N.W., Suite 950
Washington, DC 20005

Treasurer:

Keith Pattern
Camden National Bank
2 Elm Street
Camden, ME 04843

Chairman - Board of Directors:

Thomas T. Hawker
County Bank
490 West Olive Avenue
Merced, CA 95348

Chief Financial Officer:

Harold L. DeVries
IBAA
518 Lincoln Road
Sauk Centre, MN 56378-1653

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TALLAHASSEE FLORIDA

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 "IBAA SECURITIES 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 SEVENTEENTH DAY OF JULY, A.D. 1998.

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TALLAHASSEE FLORIDA



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9202565

DATE: 07-17-98