

Document Number Only

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002721445--6

-12/24/98--01001--056

*****70.00 *****70.00

500002721445--6

-12/24/98--01001--057

*****17.50 *****17.50

Scudder Brokerage Services, Inc.

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☒ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Please need ASAP !!

Name
Availability

Document
Examiner

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Verifier

Acknowledgment

W.P. Verifier

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Thank You!!

Hope

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 23 AM 8:13

FILED

12/24

12/23

**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. Scudder Brokerage Services, 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. 04-3321099

(FEI number, if applicable)

4. June 25, 1996

(Date of incorporation)

5. Perpetual

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

6. January 4, 1999

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. Two International Place, Boston, Massachusetts 02110-4103

(Current mailing address)

8. To act as a discount broker/dealer.

(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

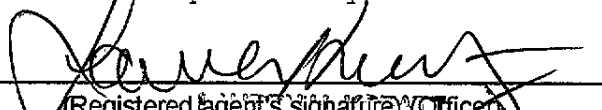
Plantation, Florida, 33324

(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)
SPECIAL ASST. SECRETARY

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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

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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TALLAHASSEE FLORIDA

Treasurer: _____

Address: _____

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

13. Linda J. Wondrack

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

14. Linda J. Wondrack, Vice President

(Typed or printed name and capacity of person signing application)

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SCUDDER BROKERAGE SERVICES, INC.
NAMES AND MAILING ADDRESSES OF OFFICERS & DIRECTORS

Mark S. Casady
Two International Place
Boston, MA 02110-4103

President & Director

Maliz Beams
Two International Place
Boston, MA 02110-4103

Chief Executive Officer & Director

Kathryn L. Quirk
345 Park Avenue
New York, NY 10154

Vice President, Chief Legal Officer, Secretary, &
Director

Thomas H. O'Brien
345 Park Avenue
New York, NY 10154

Vice President, Assistant Treasurer, & Director

Thomas W. Joseph
Two International Place
Boston, MA 02110-4103

Vice President, Treasurer, Chief Compliance Officer

James J. McGovern
345 Park Avenue
New York, NY 10154

Chief Financial Officer

Michael Balaschi
Two International Place
Boston, MA 02110-4103

Vice President

Paul J. Elmlinger
345 Park Avenue
New York, NY 10154

Vice President

Isabel Ford
Two International Place
Boston, MA 02110-4103

Vice President

Linda J. Wondrack
Two International Place
Boston, MA 02110-4103

Vice President

Gerald H. Stanney, Jr.
Two International Place
Boston, MA 02110-4103

Vice President

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCUDDER BROKERAGE SERVICES, 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9475385

DATE: 12-21-98