

F99000005/05



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04/15/09--01037--012 \*\*87.50

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(Address)

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4-16-09

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Commerce Capital Markets, Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** F99000005105

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lydia B. McIlwain, Senior Paralegal  
(Name of Contact Person)

TD Bank, N.A. Legal Department  
(Firm/Company)

P.O. Box 9540  
(Address)

Portland, ME 04112-9540  
(City/State and Zip Code)

For further information concerning this matter, please call:

Lydia McIlwain at ( 207 ) 756-6852  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**SHUMAKER  
WILLIAMS** P.C.  
LEGAL AND BUSINESS COUNSEL

WRITER'S DIRECT DIAL NO.: 717.909.1615  
WRITER'S EMAIL: [adams@shumakerwilliams.com](mailto:adams@shumakerwilliams.com)  
Admitted to Pennsylvania and Maryland Bars

April 2, 2009

Amendment Section  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

RE: Application for Authorization to Transact Business in Florida  
Commerce Capital Markets, Inc. to  
T.D. Wealth Management Services, Inc.  
Entity No.#23-3083750  
Our File No. 09-623

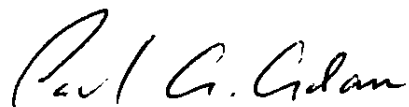
Ladies and Gentlemen:

Enclosed for filing are two (2) Applications for Authorization to Transact Business in Florida for Commerce Capital Markets, Inc. to change its name to T D Wealth Management Services, Inc. Also enclosed is the Cover Letter to the Amendment Section and an Article of Amendment – Business dated March 30, 2009 issued by the Commonwealth of Pennsylvania Department of State. Also enclosed a check in the amount of \$ 87.50 for the filing fee.

We have enclosed an extra copy of the Application. Please time stamp and return it in the postage paid envelope.

If you have any questions regarding this request, or need any additional information, please contact the undersigned at 717.763.1121. Thank you.

Respectfully,



By Paul A. Adams, Esquire

PAA/pah:220463  
Enclosure

CORRESPONDENCE:  
P.O. BOX 88  
HARRISBURG, PA 17108

PHONE: 717.763.1121  
FAX: 717.763.7419

CAMP HILL, PA 717.763.1121  
STATE COLLEGE, PA 814.234.3211  
TOWSON, MD 410.825.5223  
YORK, PA 717.848.5134

[mail@shumakerwilliams.com](mailto:mail@shumakerwilliams.com)

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**FILED**  
**09 APR 14 PM 3:58**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F99000005105

(Document number of corporation (if known))

1. Commerce Capital Markets, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Pennsylvania

(Incorporated under laws of)

3. 10/04/1999

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 31, 2009

5. TD Wealth Management Services Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)


(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Raymond Spinelli

(Typed or printed name of person signing)

President

(Title of person signing)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

April 6, 2009

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and Records of this Department, it appears Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on March 19, 2009 for COMMERCE CAPITAL MARKETS, INC., a Pennsylvania corporation, incorporated April 13, 1981, whereby the corporate name was changed to TD WEALTH MANAGEMENT SERVICES, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Pedro A. Cortis*

Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU**

**Articles of Amendment-Domestic Corporation  
(15 Pa.C.S.)**

- Business Corporation (§ 1915)
- Nonprofit Corporation (§ 5915)

Name Lydia B. Mellwain		
Address Legal Dept., P.O. Box 9540,		
City	State	Zip Code
Portland, ME	04112	9540

Document will be returned to the name and address you enter to the left.



Commonwealth of Pennsylvania  
ARTICLES OF AMENDMENT-BUSINESS 3 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:  
Commerce Capital Markets, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue in (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
(b) Name of Commercial Registered Office Provider				
c/o Corporation Service Company				Dauphin

3. The statute by or under which it was incorporated: Domestic Business Corporation Sect. 1507

4. The date of its incorporation: 04/13/81

5. Check, and if appropriate complete, one of the following:

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: 03/31/09 at 12:01 a.m.  
Date Hour

2809 MAR 19 PM 2:17

PA DEPT. OF STATE

PA DEPT. OF STATE

MAR 27 2009

DSCB:15-1915/5915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

1. The name of the corporation is TD Wealth Management Services Inc.

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The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.


IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

13th day of March

2009

Commerce Capital Markets, Inc.

Name of Corporation



Signature

President

Title

2009 APR -1 PM 1:55

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 30, 2009

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

**TD WEALTH MANAGEMENT SERVICES INC.**

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

**ARTICLES OF AMENDMENT-BUSINESS** filed on March 19, 2009

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Pedro A. Cortés*

Secretary of the Commonwealth