

F99000005848

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: NBC Capital Markets Group, Inc.
(Name of corporation - must include suffix)

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:

Robert W. McPherson, Senior Vice President and General Counsel
(Name of Person)

NBC Capital Markets Group, Inc.
(Firm/Company)

850 Ridge Lake Blvd, Suite 400
(Address)

Memphis, TN 38120
(City/State/Zip)

8000003038298--2
11/08/99-01106-003
*****70.00 *****70.00

w99-26051

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

Robert W. McPherson at (901) 842-3801
(Name of Person) (Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

Qualification/Tax Lien Section
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

mtu
11/12

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**AFFIDAVIT IN SUPPORT OF APPLICATION
BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**STATE OF TENNESSEE
COUNTY OF SHELBY**


I, Robert Wayne McPherson, Senior Vice President and General Counsel of NBC Capital Markets Group, Inc., being first duly sworn, do hereby state as follows:

NBC Capital Markets Group, Inc. first transacted business in Florida on May 6, 1988 pursuant to our proper registration as a foreign broker-dealer with no place of business in Florida. From May 6, 1988 up to and including the present date, NBC Capital Markets Group, Inc. has never had a place of business in Florida or otherwise transacted business in Florida in any manner such as would have required NBC Capital Markets Group, Inc. to register as a foreign corporation authorized to transact business in Florida.



Robert Wayne McPherson
Senior Vice President and
General Counsel

SWORN TO AND SUBSCRIBED before me this 12th day of November, 1999.


Notary Public

My commission expires:
MY COMMISSION EXPIRES MAR. 15, 2003

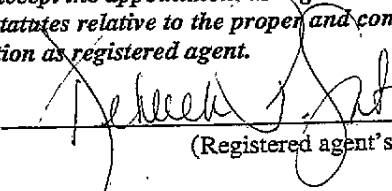
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. NBC Capital Markets Group, 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. Tennessee
(State or country under the law of which it is incorporated)
3. 62-1282332
(FEI number, if applicable)
4. DECEMBER 13, 1988
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 6, 1988
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120
(Current mailing address)
8. Securities Broker Dealer
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)
Name: Deborah P. Font
Office Address: 4715 Orduna Drive
Coral Gables, FL, Florida, 33146
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____ SEE ATTACHMENT - DIRECTORS _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____ SEE ATTACHMENT - EXECUTIVE OFFICERS _____

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. _____

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

14. _____ Robert W. McPherson, Senior Vice President & General Counsel _____

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

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TALLAHASSEE, FLORIDA

NBC CAPITAL MARKETS GROUP, INC.

DIRECTORS

AS OF NOVEMBER 4, 1999

Lewis E. Holland

One Commerce Square - 4th Floor
Memphis, TN 38150

Gary L. Lazarini
Chairman

One Commerce Square-8th Floor
Memphis, TN 38150

Rudi E. Scheidt, Jr.

850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

Joseph W. Gilmore

850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

Dennis M. Korner

850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

Scott J. Gruber

850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

Bradley M. Martin

850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

Robert Wayne McPherson

850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

Andrew M. Saslawsky

850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

John E. Threlkeld

850 Ridge Lake Blvd., Suite 400
Memphis, TN 38120

John G. Womble

One Commerce Square - 8th Floor
Memphis, TN 38150

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TALLAHASSEE, FLORIDA

NBC CAPITAL MARKETS GROUP, INC.
EXECUTIVE OFFICERS
(Rev. September 8, 1999)

NAME	TITLE	ADDRESS
GILMORE, JOSEPH W. SS# 408-82-4492	TRADING MGR./DROP/ EXEC. VP	2210 Coathbridge Drive Germantown, TN 38139
GRUBER, SCOTT J. SS# 414-13-5831	SR. VP & INST. SALES MGR.	8985 Morning Grove Cove Cordova, TN 38018
KORNER, DENNIS M. SS# 253-86-3279	DIR. STRATEGIES/EXEC. VP	2105 Kilbirnie Drive Germantown, TN 38139
LAZARINI, GARY L. SS# 413-66-7063	CHAIRMAN/CEO	168 Ascot Park Commons Memphis, TN 38120
MARTIN, BRADLEY M. SS# 406-88-2127	1 st VP & CHIEF FINANCIAL OFFICER	3746 Oakmoor Circle Bartlett, TN 38135
MCPHERSON, ROBERT W. SS# 410-94-1384	SR. VP/ GENERAL COUNSEL	1621 Carr Avenue Memphis, TN 38104
MOHUNDRO, MINDY S. SS#453-04-8945	SR. VP/ OPERATIONS MANAGER	6085 Daybreak Bartlett, TN 38135
SCHEIDT (JR.), RUDI E. SS# 412-86-8306	PRESIDENT	6230 River Grove Cove Memphis, TN 38120

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 11/04/1999
REQUEST NUMBER: 993081006
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/13/1985
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0165501
JURISDICTION: TENNESSEE

TO:
NBC CAPITAL MARKETS GROUP INC.
AT: S. MOORE
850 RIDGE LAKE BLVD
MEMPHIS, TN 38120

REQUESTED BY:
NBC CAPITAL MARKETS GROUP INC.
AT: S. MOORE
850 RIDGE LAKE BLVD
MEMPHIS, TN 38120

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"NBC CAPITAL MARKETS GROUP, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 11/04/99

FROM:
NBC CAPITAL MARKETS GROUP, INC
850 RIDGE LAKE BLVD
STE 400
MEMPHIS, TN 38120-0000

RECEIVED:	FEES	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002568441
ACCOUNT NUMBER: 00300259



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE