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ACCOUNT NO. : 072100000032

REFERENCE: 834187

AUTHORIZATION

COST LIMIT : \$ 125.00

ORDER DATE: August 4, 2004

ORDER TIME: 4:48 PM

ORDER NO. : 834187-010

CUSTOMER NO: 103942B

CUSTOMER: Mr. William H. Schwartz

Wachovia Legal Division 17th Floor, 123-151 South

Broad Street Pa4840 Philadelphia, PA 19109

FOREIGN FILINGS

NAME: FA RECRUITING SERVICES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER:

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO RI LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1 FA Recruiting Services, LLC (Name of Foreign Limited Liability Company) 2. Texas (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 4 July 20, 2004 5. perpetual (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") 6. Upon Filing (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7. c/o Corporation Service Company, 1201 Hays Street Tallahassee, FL 32301 (Street Address of Principal Office) 8. If limited liability company is a manager-managed company, check here 9. The name and usual business addresses of the managing AXXIII was managers are as follows: Tarah Carlow, 901 E. Byrd St., Richmond, VA 23219-4069 David Monday, 901 E. Byrd St., Richmond, VA 23219-4069 John Peluso, 901 E. Byrd St., Richmond, VA 23219-4069 Atul Kamra, 901 E. Byrd St., Richmond, VA 23219-4069 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: assists broker dealers in recruiting registered representatives

Typed or printed name of signee

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William H. Schwartz, AVP Wachovia Securities Financial Holdings, LLC

Sole Member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The nan	ne and the Florida street addr	ess of the registered agent and office are	e:
	Corporation Service	e Company	
		(Name)	
	1201 Hays Street		
	Florida Street	Address (P.O. Box NOT ACCEPTABLE)	
	Tallahassee	FL 32301	
		City/State/Zip	

obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

Brian Courtney

Asst. V. Pres.

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Corporations Section P.O.Box 13697 Austin, Texas 78711-3697



Geoffrey S. Connor Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Conversion for FA Recruiting Services, LLC (filing number: 800368105), a Domestic Limited Liability Company (LLC), was filed in this office on July 20, 2004.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 04, 2004.



