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DESIGN CONFORMION



ACCOUNT NO. : 072100000032

REFERENCE :

497090

4391649

AUTHORIZATION

COST LIMIT : \$ 125.00

ORDER DATE : July 21, 2005

ORDER TIME : 12:07 PM

ORDER NO. : 497090-010

CUSTOMER NO: 4391649

CUSTOMER: Ms. Janet Gerlach

Keycorp 2nd Floor

127 Public Square Cleveland, OH 44114

### FOREIGN FILINGS

NAME: KEY INVESTMENT SERVICES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

\_\_\_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER:

OS MI 21 M 9:20



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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN

LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

Key Investment Services LLC (Name of Foreign Limited Liability Company) (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) June 8, 2005 perpetual (Duration: Year limited liability company will cease to (Date of Organization) exist or "perpetual") upon qualification (Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability) 4900 Tiedeman Road Brooklyn, Ohio 44144 (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 members or managers are as follows: Sole Member: KeyBank National Association 127 Public Square Cleveland, Ohio 44114-1306 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.)

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.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_

S. N. Bulloch, Assistant Secretary, KeyBank National Association
Typed or printed name of signee

## 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.

1. The name of the Limited Liability Company is:
Key Investment Services LLC
2. The name and the Florida street address of the registered agent and office are:
Corporation Service Company (Name)
(A. Carriery
1201 Hayes Street
Florida Street Address (P.O. Box NOT ACCEPTABLE)
Tallahassee F1 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Suely Signature)

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Key Investment Services LLC 4900 Tiedeman Road Brooklyn, Ohio 44144

## Purpose:

. ž.,

(1) to engage in the business of a registered broker-dealer; and (2) to engage in or conduct any other activities or business that may be lawfully engaged in or conducted by a limited liability company.

## UNITED STATES OF AMERICA STATE OF OHIO OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show KEY INVESTMENT SERVICES LLC, an Ohio Limited Liability Company, Registration No. 1548767, was organized within the State of Ohio on June 08, 2005, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 14th day of June, A.D. 2005.

Ohio Secretary of State

Validation Number: 200516501024