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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Gulligan JAN 18 2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TD Securites (USA) LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Margaret Foulds
(Name of Person)

c/o Blue Sky MLS, Inc.
(Firm/Company)

301 Route 17 North
(Address)

Rutherford, NJ 07070
(City/State and Zip Code)

For further information concerning this matter, please call:

Margaret Foulds at (201) 804-3909 x 114
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

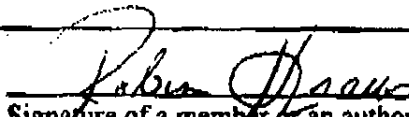
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. TD Securities (USA) LLC
(Name of Foreign Limited Liability Company)
2. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 222203727
(FEI number, if applicable)
4. 10/29/2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon registration
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 31 West 52nd Street
New York, NY 10019
(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:
See attached
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: Registered broker dealer

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 TALLAHASSEE FLORIDA

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 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.)

Robin Kraus, CCO & Assistant Secretary

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:

TD Securities (USA) LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

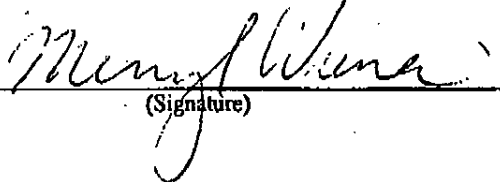
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301

City/State/Zip

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TALLAHASSEE FLORIDA

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.


(Signature)

Merryl Wiener
Assistant Vice President

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

TD Securities (USA) LLC
Direct Owners and Executive Officers as reported by the firm on Form BD
List Prepared January 2008

Name	CRD #	Title	Position Start Date	% of Ownership
TD Holdings II Inc.		Parent	11/2004	75% or More
Fernando, Elizabeth Leonarda	3085288	Managing Director and Assistant Legal Secretary	9/2006	Less than 5%
Franco, Suzanne		Secretary	5/2007	Less than 5%
Kraus, Robin	1771485	Chief Compliance Officer and Assistant Secretary	1/2004	Less than 5%
Leung, Ting Wai	1958115	Financial and Operations Principal	5/2000	Less than 5%
O'Halloran, Brendan	2074290	Chairman, CEO & Director	01/2004	Less than 5%
Oleary, Robert	2757246	Director	10/2005	Less than 5%
Peacock, Jeffrey	1548052	Managing Director & Director	01/2004	Less than 5%
Sargent, Jeffrey	2648637	SROP & CROP	10/2004	Less than 5%
Stroud, Peter	1432842	Financial & Operations Principal	01/2004	Less than 5%
Tripodi, Frank	1593106	CFO & Director	04/2003	Less than 5%

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TD SECURITIES (USA) LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JANUARY, A.D. 2008.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6309121

DATE: 01-14-08