

Document Number Only

M980000000061

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

900002413249--1
-01/27/98--01034--016
****285.00 ****285.00

Nationsbank Montgomery Securities LLC

FILED
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DIVISION OF STATE
CORPORATION
JAN - 7 PM 2:00

- Profit
- NonProfit
- Limited Liability Company
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- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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Acknowledgment	<i>DL</i>
W.P. Verifier	<i>DL</i>

JAN - 7 1998

PLEASE RETURN EXTRA COPY TO CORPORATION FILE STAMPER

THANKS, MELANIE

(Vora for)

CF - 285

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98 JAN - 7 PM 1:43
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 7, 1998

FILED
98 JAN -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32308

SUBJECT: NATIONSBANC MONTGOMERY SECURITIES LLC
Ref. Number: W9800000408

We have received your document for NATIONSBANC MONTGOMERY SECURITIES LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

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98 JAN 23 PM 1:32
DIVISION OF CORPORATIONS

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

A description of the property must be included.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 598A00000951

Important
Please have date
this to
1-7-98

4:00
1-23-98



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

JAN 23 1998

January 22, 1998

Mr. Victor A. Warnement
Senior Vice President
NationsBank Corporation
Legal Department
100 North Tryon Street, NC1-007-20-01
Charlotte, NC 28255

FILED
98 JAN -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mr. Warnement:

Re: "NationsBanc Montgomery Securities LLC"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a foreign corporation in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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

1. NATIONSBANC MONTGOMERY SECURITIES LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware 3. 56-2058405
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 3, 1997 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 2, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 100 North Tryon Street
Charlotte, NC 28255
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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<u>Please see the attached listing</u>			
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

FILED
 JAN -7 PM 3:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Filing Fee: \$ 52.50 for Application

STATE OF FLORIDA
APPLICATION BY A FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS

ITEM NO. 8

NATIONSBANC MONTGOMERY SECURITIES LLC
BOARD OF MANAGERS

Name:

Business Address:

Thomas W. Weisel	600 Montgomery Street, San Francisco, CA 94111
Edward J. Brown III	100 North Tryon Street, Charlotte, NC 28255
Thomas W. Bunn	100 North Tryon Street, Charlotte, NC 28255
Lewis W. Coleman	600 Montgomery Street, San Francisco, CA 94111
Richard Gross	100 North Tryon Street, Charlotte, NC 28255
William A. Hodges	100 North Tryon Street, Charlotte, NC 28255
Robert L. Kahan	600 Montgomery Street, San Francisco, CA 94111
Kent A. Logan	600 Montgomery Street, San Francisco, CA 94111
Jerome S. Markowitz	600 Montgomery Street, San Francisco, CA 94111
William L. Maxwell	100 North Tryon Street, Charlotte, NC 28255
John K. Skeen	600 Montgomery Street, San Francisco, CA 94111
Joseph M. Schell	600 Montgomery Street, San Francisco, CA 94111

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98 JAN -7 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
NATIONSBANC MONTGOMERY SECURITIES LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 138,601,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 19,287,425,000.00 A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 19,426,025,000.00 This total includes amounts from 2 and 3 above.



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

FILED
99 JUN -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$52.50 for Affidavit

NationsBanc Montgomery Securities LLC
Schedule of Assets
As of December 31, 1997
(in thousands)

Cash & Cash Equivalents	\$	138,601
Time Deposits Placed		137,603
Sec Purchased Under Agreement		7,265,974
Trading Account Assets		9,189,529
Premises and Equipment, net		39,037
Interest Receivable		112,816
Goodwill		1,025,180
Accounts Receivable		1,476,521
Other Assets		40,765
Total Assets	\$	19,428,025

FILED
98 JAN -7 PM 3: 00
SECURITY OF STATE
MONTGOMERY

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____
_____ NATIONSBANC MONTGOMERY SECURITIES LLC _____

2. The name and address of the registered agent and office is:

_____ C T CORPORATION SYSTEM _____
(Name)
_____ c/o C T CORPORATION, 1200 South Pine Island Road, _____
(P.O. Box not acceptable)
_____ Plantation, Florida 33324 _____
(City/State/Zip)

FILED
93 JAN -7 PM 3:00
SECRETARY OF STATE
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.

C T CORPORATION SYSTEM

Connie Bryan
(Signature)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

1/6/98
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONSBANC MONTGOMERY SECURITIES 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 SECOND DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8845269

01-02-98