

M98000000896



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 919125 4305845

AUTHORIZATION

Patricia Pizoto

COST LIMIT : \$ 285.00

ORDER DATE : August 6, 1998

ORDER TIME : 12:12 PM

ORDER NO. : 919125-015

CUSTOMER NO: 4305845

CUSTOMER: Mr. Albert H. Wang
Willkie, Farr & Gallagher
787 Seventh Avenue

New York, NY 10019-6099

17th

CM

RECEIVED
TALLAHASSEE, FLORIDA

98 AUG 17 AM 11:05

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FOREIGN FILINGS

NAME: SPEAR, LEEDS & KELLOGG
CAPITAL MARKETS 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: KAREN ROZAR

DIVISION OF CORPORATION

98 AUG 17 PM 2:04

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**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. Spear, Leeds & Kellogg Capital Markets 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware

3. _____

(Jurisdiction under the law of which foreign limited liability
company is organized)

(FEI number, if applicable)

4. June 22, 1998

(Date of Organization)

5. December 31, 2099

(Duration: Year limited liability company will
cease to exist or "perpetual")

6. Upon qualification

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

7. Ten Exchange Place, Jersey City, New Jersey 07302

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Gary O'Neil

MGR

5550 Glades Road, Suite 303

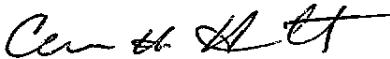
Boca Raton, Florida 33431

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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of Spear, Leeds &
Kellogg Capital Markets LLC deposes and says:

- 1) the above named limited liability company has at least one member
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. 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
\$ 30,000,000. 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.)

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CLERK OF COURT
TALLAHASSEE, FLORIDA

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**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Spear, Leeds & Kellogg

Capital Markets LLC

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

Corporation Service Company
(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

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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.

BY:

Vicki Schreiber Aust. V.P.
(Signature)

Aug. 10, 1998
(Date)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPEAR, LEEDS & KELLOGG CAPITAL MARKETS 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 SIXTH DAY OF AUGUST, A.D. 1998.

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

FILED
58 AUG 17 AM 11:05
STATE OF DELAWARE
TALLAHASSEE, FLORIDA

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08-06-98



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: