

PO5498



ACCOUNT NO. : 072100000032

REFERENCE : 262077 4328279

AUTHORIZATION :

COST LIMIT :

\$ 35.00

Patricia Pizut

ORDER DATE : June 3, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 262077-010

CUSTOMER NO: 4328279

600002900586--9

CUSTOMER: Ms. Helen Kujawa
Hsbc Bank Usa
One Hsbc Center
27th Floor
Buffalo, NY 14203-2827

RECEIVED

99 JUN 10 AM 11:26

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: MARINE MIDLAND SECURITIES INC.

XX PROFIT
XXXX AMENDMENT

XX CORPORATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

FILED
99 JUN 10 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. C.

G. COULLETTE JUN 10 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Marine Midland Securities Inc.
Name of corporation as it appears on the records of the Department of State.
2. New York 3. 6-14-89
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 2, 1999
5. HSBC Brokerage (USA) Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
99 JUN 10 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Helen Kujawa
Signature

June 2, 1999
Date

Helen Kujawa
Typed or printed name

Assistant Secretary
Title

State of New York } **ss:**
Department of State

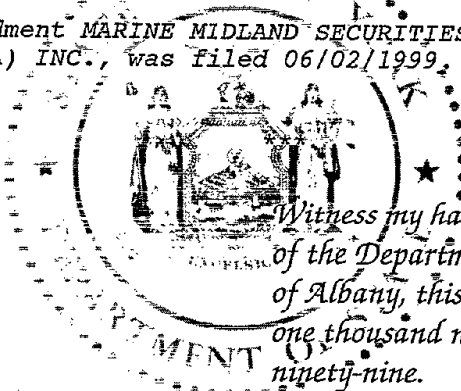
I hereby certify, that the certificate of incorporation of HSBC BROKERAGE (USA) INC. was filed on 09/26/1922, under the name of GEO. B. GIBBONS & CO. INC., fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment GEO. B. GIBBONS & CO. INC., changing name to GEO B. GIBBONS & COMPANY INCORPORATED, was filed 08/13/1970.

A Certificate of Amendment GEO B. GIBBONS & COMPANY INCORPORATED, changing name to MARINE-CM&M SECURITIES, INC., was filed 07/06/1984.

A Certificate of Amendment MARINE-CM&M SECURITIES, INC., changing name to MARINE MIDLAND SECURITIES INC., was filed 04/08/1986.

A Certificate of Amendment MARINE MIDLAND SECURITIES INC., changing name to HSBC BROKERAGE (USA) INC., was filed 06/02/1999.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of June
one thousand nine hundred and
ninety-nine.

Special Deputy Secretary of State