



THE UNITED STATES
CORPORATION
COMPANY

P:39103

ACCOUNT NO. : 072100000032
REFERENCE : 835620 7133859
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 29 PM 4:19

FILED

ORDER DATE : May 28, 1998

ORDER TIME : 3:29 PM

ORDER NO. : 835620-010

CUSTOMER NO: 7133859

CUSTOMER: Mr. Stephen P. King
Deutsche Morgan Grenfell Inc.
23rd Floor
31 West 52nd Street
New York, NY 10019

URGENT!!
must have
today's
date!
Thanks!

FOREIGN FILINGS

800002541508--6

NAME: DEUTSCHE MORGAN GRENFELL INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

DIVISION OF CORPORATION

98 MAY 29 PM 4:05

RECEIVED

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

N.C.
6-2-98
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

CSC

TALLAHASSEE, FL

SUBJECT: DEUTSCHE MORGAN GRENFELL INC.
Ref. Number: P39103

RESUBMIT

Please give original
submission date as file date.

We have received your document for DEUTSCHE MORGAN GRENFELL INC. .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

An original, duly authenticated certificate from the state of
incorporation/organization evidencing the amendment, must be submitted with
the application. The certificate must have been issued within the past 90 days.

The document must be signed by the chairman, any vice chairman of the board
of directors, its president, or another of its officers.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 898A00030574

RECEIVED
98 JUN -1 PM 4:09
DIVISION OF CORPORATIONS



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

May 13, 1998

Caroline S. Han, Esq.
White & Case
1155 Avenue of the Americas
New York, NY 10036-2787

Dear Ms. Han:

Re: "Deutsche Bank Securities, Inc."

Reference is made to your letter/fax dated May 12, requesting approval of the above-referenced corporate name (company) which will be a wholly-owned subsidiary of a financial institution holding company, Deutsche Bank North America Holding Corporation, a Delaware corporation, with the company's office to be located in Sarasota, Florida.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the above-subject corporate name being registered to transact business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal flourish extending to the right.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

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

(Pursuant to s. 607.1504, F.S.)

FILED
98 MAY 29 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. DEUTSCHE MORGAN GRENFELL INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE
Incorporated under laws of
3. June 2, 1992
Date authorized to do business in Florida
- OFFICE OF THE
CLERK OF THE
SUPREME COURT
OF THE STATE
OF FLORIDA
TALLAHASSEE, FLORIDA 32301
PH 4:19
ED

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? May 31, 1998, 11:59 PM Delaware local time
5. DEUTSCHE BANK SECURITIES 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.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

5/28/98
Date

Vice President
Title

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "DEUTSCHE MORGAN GRENFELL INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "DEUTSCHE BANK SECURITIES INC.", THE THIRTEENTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF MAY, A.D. 1998.

0777646 8320

981205484



9107837
05-29-98
Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: