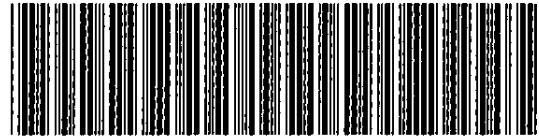


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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W08-35682-FOR-QUAL.

TD Bank, N.A.

Legal Department
Two Portland Square
P.O. Box 9540
Portland, ME 04112
T: 207 761-8500 F: 207 828-7188

July 31, 2008

Ms. Karen Beyer
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee 32314

Re: TD Bank, National Association

Dear Ms. Beyer:

It has been a pleasure working with you and speaking with you on this matter and I want to thank you for your time and help in getting the enclosed form filed with the Secretary of State.

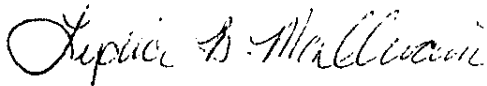
I have enclosed for filing the Designation of Registered Agent for TD Bank, N.A. and would ask that you please use the funds previously sent to your office for the filing fee of \$35.00. The remaining funds should be made payable to TD Bank, N.A. and sent to the following address:

Legal Department ME 089 35
P.O. Box 9540
Two Portland Square
Portland, ME 04112-9540

I have also enclosed a copy of the merger certificate from the Office of the Comptroller of the Currency^{cy} in connection with the merger of Commerce Bank, N.A. and Commerce Bank/North with and into TD Banknorth, N.A. resulting in TD Bank, N.A.

Again, thank you for your kind assistance in this matter. Should you have questions or require additional information, please do not hesitate to contact me at (207) 756-6852.

Sincerely,



Lydia B. McIlwain
Assistant Vice President
& Senior Paralegal

/lbm
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TD Bank, National Association
(Name of Alien Business Organization)

Dear Sir or Madam:

The enclosed Designation of Registered Agent and Registered Office for Alien Business Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lydia B. McIlwain, AVP & Senior Paralegal
(Name of Person)

TD Bank, N.A.
(Firm/Company)

Two Portland Square, P.O. Box 9540
(Address)

Portland, ME 04112-9540
(City/State and Zip Code)

For further information concerning this matter, please call:

LYDIA McILWAIN at (207) 756-6852
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certified Copy

**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR
ALIEN BUSINESS ORGANIZATION**

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

1. TD Bank, National Association
(Name of alien business organization)

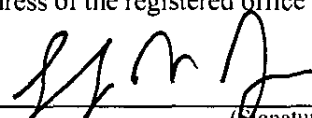
2. USA - (National Bank) 3. 01-0137770
(State or country under which entity is organized) (FEI Number, if applicable)

4. Two Portland Square, Portland, ME 04112
(Principal office address)

5. Name and Florida Street address of registered agent.
United States Corporation Company
1201 Hays Street
Tallahassee, Florida 32301

08 JUL 28 PM 2:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

6. The street address of the registered office and the street address of the business office of the registered agent are identical.


7. 
(Signature of chairman, vice chairman, or officer)

GEOFFREY W. RYAN

8. Vice President and Assistant Corporate Secretary
(Name and capacity of person signing in number 7 above)

9. Signature of registered agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

 **Sue G. Knight**
as its agent
(Registered agent accepting appointment)

8-1-08
(Date)

THE FILING OF THIS ALIEN BUSINESS ORGANIZATION FORM WITH THE FLORIDA DEPARTMENT OF STATE DOES NOT AUTHORIZE THE ABOVE REFERENCED ENTITY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILING FEE \$35

**Make checks payable to Florida Department of State and mail to:
Division of Corporations P. O. Box 6327 Tallahassee, FL 32314**