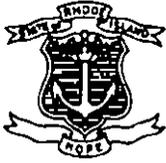


Filing and License Fee: \$310.00 minimum

ID Number: 140069



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Harris Nesbitt Corp.
- 2. It is incorporated under the laws of Delaware
- 3. The name, if different, which it elects to use in Rhode Island is:
  - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*  
Harris Nesbitt Corp.
  - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*  
\_\_\_\_\_
- 4. The date of its incorporation is 03/28/1988 and the period of its duration is Perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is \_\_\_\_\_  
1209 Orange Street, Wilmington, Delaware, Delaware 19801
- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)  
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is C T Corporation System  
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:  
**Securities Broker Dealer. To engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.**

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>SEE ATTACHED LIST</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

Form No. 150  
Revised: 07/03

SEE ATTACHMENT

RECEIVED  
STATE OF RHODE ISLAND  
MAY 17 2004

**FILED**

MAY 17 2004

BY [Signature]

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares SEE A	Class	Series	Par Value or Statement that Shares are without Par Value
10,000	Common	N/A	without par value
1	Preferred	N/A	without par value

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares SEE A1	Class	Series	Par Value or Statement that Shares are without Par Value
1090	Common	N/A	No par value
1	Preferred	N/A	\$1000.00 stated valued

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 7454296410.0000
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.0000
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 120000000.0000
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.0000
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 2/26/2004

Harris Nesbitt Corp.  
Print Exact Name of Corporation Making Application

Susanne Vorster

By Susanne Vorster  
 President or  Vice President (check one)

Therese Umbs

By Therese Umbs  
 Secretary or  Assistant Secretary (check one)

STATE OF New York  
COUNTY OF New York

In New York, on this 26 day of February, 2004, before me personally appeared Susanne Vorster who, being duly sworn, declared that he/she is the Vice President & CFO of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

**Notary Public**  
**State of New York**  
**Therese L. Umbs**  
Appointment expires **Mar. 30, 2006**  
Reg. No. **01UM6004832**

Therese Umbs  
Notary Public Therese Umbs  
My Commission Expires: 03/30/2006

**HARRIS NESBITT CORP.**  
(as of March, 2004)

<u>Directors</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
DOWNE, William A	530 Willow Rd. Winnetka, IL USA 60093	111 West Monroe Floor 3W Chicago, IL USA 60603	Chairman of the Board
COSTELLO, Ellen	247 East 71st Street New York, NY USA 10021	3 Times Square New York, NY USA 10036	Vice Chair
HARTLEY, David	1077 River Road Unit 511N Edgewater, NJ USA 07020	3 Times Square New York, New York USA 10036	Executive Managing Director and Chief Operating Officer
HYMA, David R.	1657 Covington Terrace Mississauga, Ontario Canada L5M 3S4	1 First Canadian Place Toronto, Ontario Canada M5X 1A1	Director only
PERSAUD, Devanand	408 Quebec Avenue Toronto, Ontario Canada M6P 2V4	1 First Canadian Place Toronto, Ontario Canada M5X 1H3	Director only
MILROY, Thomas	73 Lynwood Avenue Toronto, Ontario Canada M4V 1K5	1 First Canadian Place Toronto, Ontario Canada M5X 1H3	Director only
GERARD, Emanuel "Manny"	1 East End Avenue Apt. 9C New York, NY USA 10021	360 Madison Avenue 5 <sup>th</sup> Floor New York, NY USA 10017	Director only
TECHAR, Frank J.	111 Abingdon Ave. Chicago, IL USA 60043	111 West Monroe St. Floor 4W Chicago, IL USA 60603	Director only

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
ABATE, Vanessa	177 East 75 <sup>th</sup> Street Apt. 18C New York, NY USA 10021	360 Madison Avenue New York, NY USA 10017	Vice President
ADAIR, Charles Louis	103 E. George Street Wheaton, IL USA 60187	115 South LaSalle 20 <sup>th</sup> Floor West Chicago, IL USA 60603	Managing Director
ALLEN, James B.	147 West 49 <sup>th</sup> St. Apt. 7A New York, NY USA 10024	3 Times Square New York, NY USA 10036	Managing Director
ANDERSEN, Srisupen	1626 N. Orchard Unit B Chicago, IL USA 60614	115 South LaSalle 20 <sup>th</sup> Floor West Chicago, IL USA 60603	Vice-President
ATKINSON, David	95 Worth Street Apt. 13-F New York, NY USA 10013	360 Madison Avenue New York, NY USA 10017	Director
BARBINO, William J.	1212 Cromwell Lane Naperville, IL USA 60564	115 S. LaSalle Street 13 W Chicago, IL USA 60603	Vice-President
BARRETT, Jill	205 Highland Road South Orange, NJ USA 07079	360 Madison Avenue New York, NY USA 10017	Vice-President
BEGLEY, Lori	535 Shackamaxon Dr. Westfield, NJ USA 07090	360 Madison Avenue New York, NY 10017	Managing Director
BENEDETTO, Rene Diane	130 East 12 <sup>th</sup> Street New York, NY USA 10003	3 Times Square New York, NY USA 10036	Vice-President
BENENSON, Michael	111 Stanwich Road Greenwich, CT USA 06830	360 Madison Avenue New York, NY USA 10017	Executive Managing Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
BLACKSTOCK, Robert J.	404 E. 79 <sup>th</sup> Street Apt. 31-G New York, NY USA 10021	360 Madison Avenue New York, NY USA 10017	Executive Managing Director
BLOOM, Donald	415 Roaring Brook Rd Chappaqua, NY USA 10514	360 Madison Avenue New York, NY USA 10017	Director
BOEHM, Michael	939 Ashland Avenue Wilmette, Illinois USA 60091	One North Wacker Drive Suite 2125 Chicago, IL 60606	Director
BORIS, John	37 Glenbrook Rd. Morris Plains, NJ USA 07950	360 Madison Avenue New York, NY USA 10017	Director
BOTTERO, Marietta K.	525 West End Ave. New York, NY USA 10024	360 Madison Avenue New York, NY USA 10017	Vice-President
BOUTOTE, Kevin	24 Beacher Road Milford, CT USA 60460	360 Madison Avenue New York, NY USA 10017	Vice-President
BRODT, William C.	147 Grace Street Elmhurst, IL USA 60126	111 West Monroe, 9E Chicago, IL USA 60603	Managing Director
BROPHY, John T.	413 Emory Rd. Mineola, NY USA 11501	3 Times Square New York, NY USA 10017	Vice-President
BROWN, Timothy	60 East First Street Apt. 4B New York, NY USA 10003	3 Times Square New York, NY USA 10036	Vice-President
BUCHER, John	5327 Valley View Rd. PalosVerde, CA USA 90275	11150 Santa Monica Blvd. Suite 8000 Los Angeles, CA USA 90025	Director
BUSA, Joseph	8 The High Road	3 Times Square	Vice-President

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	Bronxville, NY USA 10708	New York, NY USA 10036	
BYRON-BROWN, Alison	100 Sterling Place Apt. 2b Brooklyn, NY USA 11217	360 Madison Avenue New York, NY USA 10017	Managing Editor
CASPER, David Robert	2234 Crabtree Lane Northbrook, IL USA 60521	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
CECIL, David	12311 Broken Bough Houston, TX Suite 4400 USA 77024	700 Louisiana Street  Houston, TX USA 77002	Vice-President
CERRONE, Maria	160 Olmsted Road Riverside, IL 19W USA 60546	115 South LaSalle St.  Chicago, IL USA 60603	Vice-President
CHIEGO, Thomas	160 Second St. Unit 2 Hoboken, NJ USA 07030	360 Madison Avenue New York, NY USA 10017	Vice-President
CHIN, Roger Ignatius	245 East 54th Street New York, NY USA 10022	3 Times Square New York, NY USA 10036	Managing Director
CICCARELLI, R. Scott	80 Center Avenue Chatham, NJ USA 07928	360 Madison Avenue New York, NY USA 10017	Managing Director
COLLTON, Edward T.	104 Drury Lane Schwenksville, PA USA 19473	3 Times Square New York, NY USA 10036	Vice-President
COMERFORD, Michael	18 Mordecai Lincoln Scituate, MA USA 02066	174 Federal Street 8 <sup>th</sup> Floor Boston, MA	Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
		USA 02110	
COONEY, Michael	1 Tubwreck Drive Medfield, MA USA 02052	174 Federal Street 8 <sup>th</sup> Floor Boston, MA USA 02110	Director
COURTEN, Phillip	225 West 83 <sup>rd</sup> Street Apt. 19G New York, NY USA 10024	360 Madison Avenue New York, NY USA 10017	Managing Director
DEVITT, Thomas	31 Pheasant Drive New Canaan, CT USA 06840	360 Madison Avenue New York, NY USA 10017	Vice-President
DiFRISCO, Matthew	11 Fraser Street Pelham, NY USA 10803	360 Madison Avenue New York, NY USA 10017	Director
DINGS, Stephen	5 Boudier Glen Rd. Hingham, MA USA 02043	174 Federal Street 8 <sup>th</sup> Floor Boston, MA ISA 02110	Director
DIRNAGL, Andreas	1399 Illinois Avenue Bay Shore, NY USA 11706	360 Madison Avenue New York, NY USA 10017	Director
DOMENICO, Michael Leo	19 Hidden Pine Avenue Colts Neck, NJ USA 07722	3 Times Square New York, NY USA 10036	Managing Director
DONDERO, Stephen Joseph	8 Lynridge Lane Huntington, NY USA 11743	3 Times Square New York, NY USA 10036	Managing Director
DONOFRIO, David John	1400 Chicago Avenue Downers Grove, IL USA 60515	115 South LaSalle 13 W Chicago, IL USA 60603	Vice-President
DOYLE, Dawn	290 Shore Road Staten Island, NY USA 10307	360 Madison Avenue New York, NY USA 10017	Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
DUNCAN, John "Jed" E.	765 Silvermine Road New Canaan, CT USA 06840	3 Times Square New York, NY USA 10036	Managing Director
EATROFF, Bruce A.	33 Westview Road Short Hills, NJ USA 07078	3 Times Square New York, NY USA 10036	Executive Managing Director
EDWARDS, Brad A.	888 Eighth Avenue Apt. 6H New York, NY USA 10019	3 Times Square New York, NY USA 10036	Vice President
EGGER, Brian	240 East 47 <sup>th</sup> Street Apt 33C New York, NY USA 10017	360 Madison Avenue New York, NY USA 10017	Managing Director
EMOND, Gary	205 Seeley St. Brooklyn, NY USA 11218	3 Times Square New York, NY USA 10036	Managing Director
EPISCOPIO, Douglas	39-33 222 <sup>nd</sup> St. Bayside, NY USA 11361	3 Times Square New York, NY USA 10036	Vice President and Controller
FANDEL, Cheryl	176 Forbes Road Westwood, MA USA 02090	174 Federal Street 8 <sup>th</sup> Floor Boston, MA 02110	Director
FERRISO, Mark	69 Blackburn Rd. Summit, NJ USA 07901	360 Madison Avenue New York, NY USA 10017	Vice-President
FIERCE, Timothy	1033 Greenwood Ave. Willamette, IL USA 60091	One North Wacker Drive Suite 2125 Chicago, IL USA 60606	Director
FOLEY, Denis	6155 W. Marshall Unit 3E Chicago Ridge, IL USA 60415	111 West Monroe St. 20 W Chicago, IL USA 60603	Vice-President

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
FRANK, Christine	78 West 85th Street Apt. 7D New York, NY USA 10024	3 Times Square New York, NY USA 10036	Managing Director
FRANKLIN, Scott Michael	1109 Longford Road Bartlett, IL USA 60103	111 West Monroe St. Chicago, IL USA 60604	Managing Director
FRASER (McNally Smith), Harvey	1310 North Green Bay Rd. Lake Forest, IL USA 60045	Chicago, IL 111 West Monroe St. 20th Floor East USA 60604	Managing Director
FREITAS, Steven	253 W. 72 <sup>nd</sup> Street Apt. 605 New York, NY USA 10023	360 Madison Avenue New York, NY USA 10017	Vice-President
FUREY, Michael F.	160 Riverside Blvd. Apt. 31B New York, NY 10069	3 Times Square New York, NY USA 10036	Vice-President
GALASSINI, Lou	1452 West Henderson Chicago, IL USA 60657	115 South LaSalle Street 13th Floor Chicago, IL USA 60603	Vice-President
GAVAZZI, Trent	505 Track Avenue Cutchogue, NY USA 11935	360 Madison Avenue New York, NY USA 10017	Director
GIBBONS, Kevin Patrick	2650 North Orchard Chicago, IL USA 60614	115 South LaSalle Street 20th Floor West Chicago, IL USA 60603	Managing Director
GLADSTONE-GELMAN, Jonathan	1262 E. 104 <sup>th</sup> Street Brooklyn, NY USA 11236	360 Madison Avenue New York, NY USA 10017	Vice -President
GLOVER, Thomas S.	829 Park Avenue	3 Times Square	Managing Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	Apt. 8A New York, NY USA 10021	New York, NY USA 10036	
GOLDSMITH, Mathew	321 East 90 <sup>th</sup> Street New York, NY USA 10128	3 Times Square New York, NY USA 10036	Managing Director
GOLL, James J.	32 Three Wells Lane Darien, CT USA 06820	3 Times Square New York, NY USA 10036	Managing Director
GOURDEAU, Henry	344 Third Avenue Apt. 19D New York, NY USA 10010	360 Madison Avenue New York, NY USA 10017	Vice-President
HANAU, Kenneth	21 Gladwin Place Bronxville, NY USA 10708	3 Times Square New York, NY USA 10036	Managing Director
HANSEN, Holly	869 Fifth St. East Sonoma, CA USA 95476	100 Pine Street Suite 2785 San Francisco, CA USA 94111	Director
HARPER, Fred	9 Anglican Lane Lincolnshire, IL USA 60069	111 West Monroe Chicago, IL USA 60603	Managing Director
HART, Caitlin	113 West 69 <sup>th</sup> St. Apt. 7B New York, NY USA 10023	360 Madison Avenue New York, NY USA 10017	Director
HIDA, Masami	3845 North Ashland Unit 3E Chicago, IL USA 60613	115 S. LaSalle St. 13W Chicago, IL USA 60603	Vice-President
HINDENACH, James L.	111 Hemlock Hills North Fairfield, CT USA 06430	3 Times Square New York, NY USA 10036	Vice-President
HOROWITZ, Michael	165 East 71 Street Apt. 3	360 Madison Avenue New York, NY	Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	New York, NY USA 10021	USA 10017	
HORRA, Yasmin	901 Duncannon Drive Pickering, Ontario L1X 2M3 Canada	1 First Canadian Place Toronto, Ontario M5X 1H3 Canada	Assistant Secretary
HURWITZ, Peter A.	40 Half Moon Lane Irvington, NY USA 10530	3 Times Square New York, NY USA 10036	Managing Director
JOHNSON, Paul	1108 Linden Ave. Deerfield, IL USA 60015	111 West Monroe St. 20E Chicago, IL USA 60603	Vice-President
KADIN, Elizabeth	104 Brite Avenue Scarsdale, NY USA 10583	360 Madison Avenue New York, NY USA 10017	Managing Director
KAISAND, Craig	148 Watchung Ave. Chatham, NJ USA 07928	3 Times Square New York, NY USA 10036	Managing Director
KENNY, John	13 Arlington Place Seacliff, New York USA 11579	360 Madison Avenue New York, NY USA 10017	Vice-President
KENT, James P.	5861 West 126 <sup>th</sup> Street Alsip, IL USA 60803	115 South LaSalle 19W Chicago, IL USA 60603	Vice-President
KJEWSKI, Richard M.	66 - 17th Charleston Oak Forest, IL USA 60452	115 South LaSalle St. 20th Floor West Chicago, IL USA 60603	Managing Director
KING, Edmund	333 Sunset Road Winnetka, Chicago USA 60093	111 West Monroe St. 20th Floor East Chicago, IL USA 60603	Managing Director
KLEVAN, Louis	56 Birch Lane Greenwich, CT	360 Madison Avenue New York, NY	Managing Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	USA 06830	USA 10017	
KNOOP, Steven E.	641 W. Willow Apt. 102 Chicago, IL USA 60614	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
KRIS, Douglas A.	4 Hemlock Lane Morristown, NJ USA 07960	3 Times Square New York, NY USA 10036	Vice-President
KUCERA, David John	1800 West Wabansia Chicago, IL USA 60622	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
KURTZ, Michael	203 Sunrise Drive Wyckoff, NJ USA 07481	360 Madison Avenue New York, NY USA 10017	Director
LANGONE, Christopher	111 Worth Street Apt. 18A New York, New York USA 10013	360 Madison Avenue New York, NY USA 10017	Vice-President
LAUTERJUNG, Amy	5125 North Kenmore Ave. Apt 5S Chicago, IL 60640	111 West Monroe St. 11W Chicago, IL USA 60603	Vice-President
LAZAROVICI, Victor	100 Green Acres Ave. Scarsdale, NY USA 10583-7109	3 Times Square New York, NY USA 10036	Managing Director
LEASURE, Dirk W.	94 Five Mile River Road Darien, CT USA 06820	3 Times Square New York, NY USA 10036	Managing Director
LEAVY, Keith C.	20 Gleeeful Lane Valley Cottage, NY USA 10989	3 Times Square New York, NY USA 10036	Managing Director
LEONARD, Patrick	1 Brookside Place	360 Madison Avenue	Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	Larchmont, NY USA 10538	New York, NY USA 10017	
LERNER, Kenneth	850 Cherry Street Winnetka, IL USA 60093	360 Madison Avenue New York, NY USA 10017	Managing Director
LOGSDON, Jeffrey	19 Haven Road Medfield, MA USA 02052	11150 Santa Monica Blvd. Los Angeles, CA USA 90025	Managing Director
LYNCH, Owen Thomas	68 Oakland Place Summit, NJ USA 07901	3 Times Square New York, NY USA 10036	Executive Managing Director
MAJERUS, Paul Gregory	1016 West Wolfran Apt. 3 Chicago, IL USA 60657	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
MARCELL, Stepehn	111 West 70 <sup>th</sup> Street Apt 1-F New York, NY USA 10023	360 Madison Avenue New York, NY USA 10017	Vice-President
MARCIANO, Daniel	16 Cobb Island Drive Greenwich, CT USA 06830	360 Madison Avenue New York, NY USA 10017	Executive Managing Director
MARK, Ronald L.	2524 Woodlawn Road Northbrook, IL USA 60062	115 South LaSalle 19W Chicago, IL USA 60603	Vice-President
MAZZARELLA, Paul	1 Ostis Way Lynnfield, MA USA 01940	174 Federal Street Boston, MA USA 02110	Director
McGOWAN, Sean	1329 Birch Hill Rd. Moutainside, NJ USA 07092	360 Madison Avenue New York, NY USA 10017	Managing Director
McGRATH, Christopher	417 Main Street Charlestown, MA	174 Federal Street Boston, MA	Vice-President

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	USA 02129	USA 02110	
McVEY, James Joseph	132 Lawrence Ave. Staten Island, NY USA 10310	1 First Canadian Place Toronto, Ontario M5X 1H3 Canada	Managing Director
MEIER, Michael	1761 Vallejo St. Apt. 201 San Francisco, CA USA 94123	100 Pine Street Suite 2785 San Francisco, CA USA 94111	Vice-President
MERCEIN, Charles	59 Club Pointe Drive White Plains, NY USA 10605	360 Madison Avenue New York, NY USA 10017	Director
MEYER, Timothy P.	301 Main Street Westport, CT USA 06880	3 Times Square New York, NY USA 10036	Managing Director
MILOSKI, Brian	20 West 87 <sup>th</sup> St. Apt. 4A New York, NY USA 10024	360 Madison Avenue New York, NY USA 10017	Director
MOGHADDAM, Hamed	316 East 82 <sup>nd</sup> Street Apt. 3FW New York, NY USA 10028	360 Madison Avenue New York, NY USA 10017	Vice-President
MOGLIA, James J.	825 West Shore Drive Kinnelon, NJ USA 07405	3 Times Square New York, NY USA 10036	Executive Managing Director
MOHAMMED, Neil	266 East 78 <sup>th</sup> St. 17 <sup>th</sup> floor New York, NY USA 10021-2078	3 Times Square New York, NY USA 10036	Vice-President
MOORE, Andrew	173 Summit Avenue Upper Montclair, NJ USA 07043	3 Times Square New York, NY USA 10036	Managing Director
MORGAN, Headley Lloyd	1565 East 37 <sup>th</sup> St. Brooklyn, NY	3 Times Square New York, NY	Vice-President

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	USA 11234	USA 10036	
MORRIS, Gregory Paul	1372 Crabapple Ct. Batoria, IL USA 60510	115 South LaSalle Street 20th Floor West Chicago, IL USA 60603	Vice-President
MORRIS, John D.	125 West 76 <sup>th</sup> Street Apt. 9A New York, NY USA 10023	360 Madison Avenue New York, NY USA 10017	Managing Director
MOSER, William John	1120 Glencrest Dr. Inverness, IL 20th Floor West USA 60010	115 South LaSalle Street Chicago, IL USA 60603	Vice-President
MUNTNER, Stefani	128 Baker Hill Road Great Neck, NY USA 11023	360 Madison Avenue New York, NY USA 10036	Director
MURPHY, Patrick J.	1223 Park Avenue River Forest, IL USA 60305	200 West Monroe 18th Floor Chicago, IL USA 60606	Vice-President Tax
NARDI, Louis V.	6 Rock Spring Road Chester, NJ USA 07930	3 Times Square New York, NY USA 10036	Managing Director
NICASTRI, Thomas	70 Howell Ave. Larchmont, NY USA 10538	360 Madison Avenue New York, NY USA 10036	Director
NIEBRUGGE, Keith J.	6511 Cambridge Rd. Willowbrook, IL 13 W USA 60521	115 South LaSalle Street Chicago, IL USA 60603	Vice-President
NOLAN, Christian T.	760 West End Avenue Apt. 6E New York, NY USA 10025	3 Times Square New York, NY USA 10036	Vice-President
NOLAN, Robert B. (Jr.)	602 North Street	3 Times Square	Executive Managing

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	Greenwich, CT USA 06830	New York, NY USA 10036	Director
ONORIO, Paul G.	56 Parsler Place Fords, NJ USA 08863	3 Times Square New York, NY USA 10036	Vice-President
PAPPANO, John Robert	11900 N. Elma Avenue Elgin, IL USA 60120	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Vice-President
PETITO, DOMINIC A.	43 Barnes Lane Chappaqua, NY USA 10514	360 Madison Avenue New York, NY USA 10017	Executive Managing Director
PETERS, Matthew	838 West Armitage Apt. 2W Chicago, IL USA 60614	115 S. LaSalle Street Chicago, IL USA 60603	Vice-President
PHILIPPS, Michael	12 Windmill Lane Scarsdale, NY USA 10583	360 Madison Avenue New York, NY USA 10017	Director
PHILLIPS, Jeffrey James	28533 Heritage Oak Road Barrington, IL USA 60010	115 South LaSalle St. 20th Floor West Chicago, IL USA 60603	Executive Managing Director
PINCUS, Michael	237 Homes Avenue Clarendon Hills, IL USA 06820	111 West Monroe St. 10W Chicago, IL USA 60603	Managing Director
PHANEUF, Paul	Two Columbus Ave. Apt. 31A New York, NY USA 10023	3 Times Square New York, NY USA 10036	Managing Director
PRIOLEAU, Charlie	1903 Olympia Houston, TX Suite 4400 USA 77019	700 Louisiana Street Houston, TX Director	Executive Managing Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
		USA 77002	
PROSTIC, Seth	1120 W. Melrose Chicago, IL USA 60657	111 West Monroe St. 20 E Chicago, IL USA 60603	Vice-President
QUACKENBUSH, Scott	7 Frontier Rd. Cos Cob, CT USA 06807	360 Madison Avenue New York, NY USA 10017	Managing Director
RIFFE, Kristi S.	33 Bright Ridge Drive Schaumburg, IL USA 60194	115 S. LaSalle Street Floor 13W Chicago, IL USA 60603	Vice-President
ROCHE, Mark	2732 Cheyenne Drive Naberville, IL USA 60565	115 South LaSalle St. 20th Floor West Chicago, IL USA 60603	Managing Director
RODMAN, Benjamin	427 9th St. Wilmette, IL USA 60091	111 West Monroe St. 20th Floor West Chicago, IL USA 60604	Managing Director
ROTH, Elisabeth "Betsy"	643 West Fullerton Pkwy Unit 2 Chicago, IL USA 60614	111 West Monroe St. Floor 20E Chicago, IL USA 60603	Vice-President
RUBIN, David M.	4450 Davis Street Skokie, IL USA 60076	111 West Monroe St. 5W Chicago, IL USA 60603	Managing Director
RUOTOLO, Michael	215 West 95 <sup>th</sup> Street Apt. 8E New York, NY USA 10025	360 Madison Avenue New York, NY USA 10017	Vice-President
RUSBARSKY, Daniel	19 Trovillo Ct. Highland, NJ USA 07716	360 Madison Avenue USA 10017	Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
RUTH, Christopher H.	955 Lexington Avenue New York, NY USA 10021	3 Times Square New York, NY USA 10036	Managing Director
SCHIAFFINO, Amil V.	77 Van Houston Ave. Chatham, NJ New York, NY USA 07928	3 Times Square USA 10036	Managing Director
SCHMITZ, Edward	30 Crane Road Huntington, NY USA 11743	3 Times Square New York, NY USA 10036	Managing Director
SCHNEIDER, William	451 Strey Lane Houston, TX Suite 4400 USA 07078	700 Louisiana Street  Houston, TX USA 77002	Managing Director
SELPH, Diane	435 West Erie Street Suite 1106 Chicago, IL USA 60610	111 West Monroe St/ Vice-President 20E Chicago, IL USA 60603	
SHAFFER, Norman Stuart	110 Highland Avenue Short Hills, NJ USA 07078	3 Times Square New York, NY USA 10036	Managing Director
SHRADER, Thomas	4 Borglum Road Wilton, CT USA 06897	360 Madison Avenue New York, NY USA 10036	Director
SILBER, Jeffrey	35 Brookfall Rd. Edison, NJ USA 08817	3 Times Square New York, NY USA 10036	Managing Director
SILVA, Benjamin Jr.	365 Cedar Swamp Road Jackson, NJ USA 08527	3 Times Square New York, NY USA 10036	Vice-President

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
SPADACCINI, Peter	12 Dean Court Princeton Jct., NJ USA 08550	3 Times Square New York, NY USA 10036	Managing Director
SRIVASTAVA, Ambrish	2851 Cutler Ave. Fremont, CA USA 94536	100 Pine Street Suite 2785, 27 <sup>th</sup> Floor San Francisco, CA USA 94111	Managing Director
STANLEY, Geoffrey Douglas	396 Sound Beach Ave. Old Greenwich, CT USA 06870	3 Times Square New York, NY USA 10036	Managing Director
STEENBERGEN, Bart G.	604 Glenwood Lane Glenview, IL 13 <sup>th</sup> Floor West USA 60025	115 South LaSalle St. Chicago, IL USA 60603	Vice President
STODART, Eugene Robert	18926 Windsor Lake Dr. Houston, TX USA 77094	700 Louisiana St. Suite 4425 Houston, TX USA 77002	Managing Director
SULLIVAN, Michelle	110 Rancheria Road Kentfield, CA USA 94904	100 Pine Street Suite 2785, 27 <sup>th</sup> Floor San Francisco, CA USA 94111	Managing Director
SUTTON, Douglas P.	1108 Cherry Street Winnetka, IL USA 60093	111 West Monroe Floor 10E Chicago, IL USA 60603	Managing Director
SYLVAN, Ian L.	375 Castlewood Lane Deerfield, IL Floor 20E USA 60015	111 West Monroe Chicago, IL USA 60603	Managing Director
TAYLOR, Jeffrey	49 North Bridgeview St. Palatine, IL USA 60067	111 West Monroe Floor 20E Chicago, IL USA 60603	Vice-President
THOMPSON, Elizabeth	70-25 Yellowstone Blvd.	360 Madison Avenue	Vice-President

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
	Apt. 16X Forest Hills, NY USA 11375	New York, NY USA 10017	
THOMSON, William Arthur Ian	856 W. Buckingham Apt. 2W Chicago, IL USA 60657	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
UGHETTA, Charles F.	21 Campfire Rd. Chappaqua, NY USA 10514	360 Madison Avenue New York, NY USA 10017	Managing Director
UMBS, Therese R.	519 Bloomfield Avenue Apt. 5C Caldwell, NJ USA 10036 USA 07006	3 Times Square New York, NY	Assistant Secretary
VELLA, Frank	1385 York Avenue Apt. 19A New York, NY USA 10021	3 Times Square New York, NY USA 10036	Managing Director
VITTON, Charles W.	266 Oak Ridge Ave. Summit, NJ USA 07901	3 Times Square New York, NY USA 10036	Managing Director
VITTON, Michael Stephen	16 Otter Rock Drive Greenwich, CT USA 06830	3 Times Square New York, NY USA 10036	Executive Managing Director
VORSTER, Susanne H.	111-09 76th Road Apt. E-1 Forest Hills, NY USA 11375	3 Times Square 28th Floor New York, NY USA 10036	Vice-President and Chief Financial Officer
WALKER, J. Craig	2496 Sunset Terrace Petaluma, CA USA 94952	100 Pine Street Suite 2785 San Francisco, CA USA 94111	Director
WALSH, James	1716 Delogier Glenview, IL USA 60025	111 West Monroe St. 20th Floor East Chicago, IL	Managing Director

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
		USA 60604	
WALSH, Peter Edward	161 Copperwood Dr. Buffalo Grove, IL USA 60089	111 West Monroe St. 20th Floor East Chicago, IL USA 60604	Managing Director
WARD, Michael James	2221 Forestview Road Evanston, IL USA 60201-20009	360 Madison Avenue New York, NY USA 10017	
WARDELL, Raymond	10 White Birch Drive Babylon, NY USA 11702	New York, NY 360 Madison Avenue USA 10017	Vice-President
WHITE, John M.	2914 Chiswell Houston, TX Suite 4425 USA 77025	700 Louisiana St. Houston, TX USA 77002	Managing Director
WILLIAMS, Edward	201 East 87 <sup>th</sup> Street Apt. 24C New York, NY USA 10128	360 Madison Avenue New York, NY USA 10017	Managing Director
WITTSCHEN, Thomas	20 Monroe Plc. Brooklyn, NY USA 11201	3 Times Square New York, NY USA 10036	Managing Director
WOLFORD, Susan Hammond	84 West Shore Drive Pennington, NJ USA 08534	360 Madison Avenue New York, NY USA 10017	Managing Director
WOLTERS, Carla	9 Barclay Ct. Norwalk, CT USA 06853	360 Madison Avenue New York, NY USA 10017	Vice-President
WORMS, Michael	10 Franklin Drive Bedford Hills, NY USA 10507	360 Madison Avenue New York, NY USA 10017	Managing Director
WRIGHT, Thomas	780 Sheridan Road	111 West Monroe St.	Executive Managing

**HARRIS NESBITT CORP.**  
(as at March, 2004)

<u>Officers (who are not Directors)</u>	<u>Residential Address</u>	<u>Business Address</u>	<u>Position Held</u>
Charles	Glencoe, IL USA, 60022	20 <sup>th</sup> Floor C Chicago, Illinois USA 60604	Director
WUENSCH, Joanne	213 E. 71 <sup>st</sup> Street Unit #5 New York, NY USA 10021	360 Madison Avenue New York, NY USA 10017	Managing Director
ZABAN, Brian	2343 North Greenview Apt. 204 Chicago, IL USA 60614	115 S. LaSalle St. 13W Chicago, IL USA 60603	Vice-President
ZAGER, Lori	255 Summit Avenue San Fafael, CA USA 94901	100 Pine Street Suite 2785, 27 <sup>th</sup> Floor San Francisco, CA USA 94111	Vice President
ZAMFOTIS, Andrew	188 East 78 <sup>th</sup> Street Apt. 30B New York, NY USA 10021	3 Times Square New York, NY USA 10036	Vice-President
ZEISS, Michael George	368 Carter St. New Canaan, CT USA 06840	3 Times Square New York, NY USA 10036	Managing Director and Secretary

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "HARRIS NESBITT CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWELFTH DAY OF AUGUST, A.D. 1999, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF JULY, A.D. 2000, AT 1 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF JUNE, A.D. 2003, AT 4:53 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SECOND DAY OF JULY, A.D. 2003, AT 3:50 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "GERARD KLAUER MATTISON & CO., INC." TO "HARRIS NESBITT GERARD, INC.", FILED THE SECOND DAY OF JULY, A.D. 2003, AT 5:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF JULY, A.D. 2003, AT 9:29 O'CLOCK A.M.

2156108 8100X

040195631



*Harriet Smith Windsor*  
HARRIET SMITH WINDSOR, SECRETARY OF STATE

DATE: 03-16-04

# Delaware

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*The First State*

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "HARRIS NESBITT GERARD, INC." TO "HARRIS NESBITT CORP.", FILED THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2003, AT 7:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2003, AT 5:30 O'CLOCK P.M.

2156108 8100X

040195631



*Harriet Smith Windsor*  
HARRIET SMITH WINDSOR, Notary Public for Delaware  
2091668

DATE: 03-16-04