

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

86684

~~DUPLICATE~~ ORIGINAL OF
APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

GNA SECURITIES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is GNA SECURITIES, INC. *g.n.c.*

SECOND: The name which it elects to use in Rhode Island is
GNA SECURITIES, INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of WASHINGTON

FOURTH: The date of its incorporation is JULY 10, 1981 and the period of its duration is PERPETUAL

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 601 UNION STREET, SUITE 5600 - SEATTLE, WA 98101-2336

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

C T CORPORATION SYSTEM

John P. Stout
Signature JOHN P. Stout, Asst. Secy.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

REGISTERED BROKER/DEALER

FILED

OCT 18 1995

By *J. H. G.*

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EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
PATRICK E. WELCH	Director	601 UNION STREET, SUITE 5600 - SEATTLE, WA 98101
GEOFFREY S. STIFF	Director	601 UNION STREET, SUITE 5600 - SEATTLE, WA 98101
VICTOR C. MOSES	Director	601 UNION STREET, SUITE 5600 - SEATTLE, WA 98101

PATRICK E. WELCH	President	601 UNION STREET, SUITE 5600 - SEATTLE, WA 98101
GEOFFREY S. STIFF	Vice President	601 UNION STREET, SUITE 5600 - SEATTLE, WA 98101
EDWARD J. WILES, JR.	Secretary	601 UNION STREET, SUITE 5600 - SEATTLE, WA 98101
JEFFREY I. HUGUNIN	Treasurer	601 UNION STREET, SUITE 5600 - SEATTLE, WA 98101

PLEASE SEE ATTACHED FOR FULL LISTING

NINTH: 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100,000	COMMON		\$1.00

TENTH: 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	COMMON		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 668,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 165,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,000,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated SEPTEMBER 13, 19 95

GNA SECURITIES, INC.

[Exact Corporate Name of Corporation Making Application]

By Edward J. Wiles, Jr.
Its VICE President, COUNSEL &
and Karen J. [Signature] SECRETARY
Its ASSISTANT Secretary

STATE OF WASHINGTON } Sc.
COUNTY OF KING

At SEATTLE in said County on the 13 day
of September, 19 95, before me personally appeared EDWARD J. WILES, JR.
, who being by me first duly sworn, declared that
he is the VICE PRESIDENT, COUNSEL & SECRETARY GNA SECURITIES, INC.,
that he signed the foregoing document as such VICE PRESIDENT, COUNSEL & SECRETARY of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

M. M. Sullivan
Notary Public
My Commission Expires 3/9/99

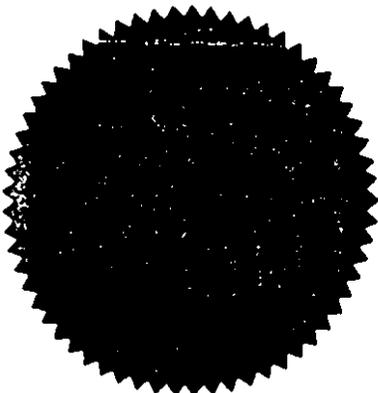
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AUTHORITY
OF

GNA SECURITIES, INC.

I, _____ Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of
_____ for a Certificate of Authority to transact business in this State, duly signed and verified
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have
been received in this office and are found to conform to law, and that the foregoing is a
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State
of Rhode Island this _____ day of
19 _____

Secretary of State



RECEIVED
SECRETARY'S OFFICE

OCT 10 3 04 PM '95

List of Officers and Directors as of June 1, 1995

Patrick E. Welch	President and Chief Executive Officer and Director
Hans L. Carstensen, III	Senior Vice President and Chief Marketing Officer
Geoffrey S. Stiff	Senior Vice President and Chief Financial Officer and Director
Victor C. Moses	Senior Vice President and Director
Kenneth F. Starr	Senior Vice President
Charles A. Kaminski	Senior Vice President
Stephen P. Joyce	Senior Vice President
Marycatherine Yeagley	Senior Vice President
John W. Attey	Vice President, Counsel and Assistant Secretary
Edward J. Wiles, Jr.	Vice President, Counsel and Secretary
Thomas W. Casey	Vice President and Controller
J. Michael Singleton ¹	Vice President
Christopher M. Gregory ²	Vice President
Jeffrey P. Lammers	Vice President
Pamela A. Hughes ³	Vice President
Laurence M. Richmond ⁴	Vice President
Patricia C. Vaselakos ⁵	Vice President
Jeffrey I. Hugunin	Treasurer
Debora A. Ashworth	Assistant Vice President
Lester G. Gruner	Assistant Vice President
Julie M. Bodmer	Assistant Secretary
Kari J. Harrington	Assistant Secretary
Brian T. McAnaney ⁶	Assistant Secretary
William H. Brennan ⁷	Assistant Treasurer
Dominic A. Fiore ⁷	Assistant Treasurer
Elaine S. Keller ⁷	Assistant Treasurer
Scott G. Roberti ⁷	Assistant Treasurer
Gary J. Schulman ⁷	Assistant Treasurer
Brenda Lacenski	Assistant Treasurer
Oscar Garza ⁸	Assistant Treasurer
Kenneth E. Kempson ⁷	Assistant Treasurer
Robert J. Buckley ⁷	Assistant Treasurer
Judith Van Cleave ⁸	Assistant Treasurer

¹ 8750 W. Bryn Mawr #550 Chicago IL 60631

² 1620 L Street, NW #625 Washington, DC 20036

³ 3780 Kilroy Airport Way, Suite 500 Long Beach, CA 90806

⁴ 124 Mt. Auburn Street, #200, Cambridge, MA 02138

⁵ 1148 Lincoln Way, White Oak, PA 15161

⁶ c/o GE Capital 260 Long Ridge Road, Stamford, Connecticut 06927

⁷ c/o GE Capital 777 Long Ridge Road, Stamford, Connecticut 06927

⁸ c/o GE Capital 4315 Metro Parkway, Fort Myers, Florida



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, *Secretary of State of the State of Washington and custodian of its seal*, do hereby certify that the attached is a true and correct copy of

ARTICLES OF INCORPORATION

of

GNA SECURITIES, INC.

as filed in this office on July 10, 1981

Date: October 10, 1995

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

J. Pearson