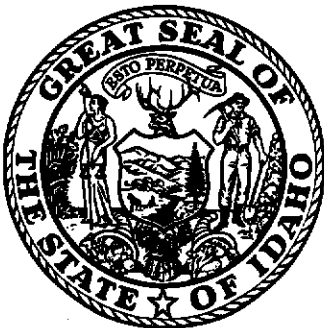# State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

FIRST ALLIED SECURITIES, INC.

File Number C 188509

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: September 17, 2010

Ben Ysursa

SECRETARY OF STATE

By _____

FILED EFFECTIVE

APPLICATION FOR CERTIFICATE
OF AUTHORITY (For Profit)
(Instructions on Back of Application)

IO SEP I7 PM I: 39

SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

   FIRST ALLIED SECURITIES, INC.

2. The name which it shall use in Idaho is: FIRST ALLIED SECURITIES, INC.

3. It is incorporated under the laws of: NEW YORK

4. Its date of incorporation is: 3/30/1993

5. The address of its principal office is:

   655 W. Broadway, 11th Floor, San Diego CA 92101

6. The address to which correspondence should be addressed, if different from item 5, is:

   SAME AS ABOVE

7. The street address of its registered office in Idaho is:, 200 North 23rd Street, Boise ID 83702

   and its registered agent in Idaho at that address is: Corporation Service Company

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

Name	Title	Business Address
see attached schedule		

Dated: 9/15/2010

Signature:

Typed Name: Robert Milburn

Capacity: CFO

[The signer must be a director or an officer of the corporation.]

g:\corp\forms\corp
forms\appforcertofauthority_profit.pmd
Revised 08/2005

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

Web Form

C188509

FIRST ALLIED SECURITIES, INC.

OFFICERS

President and Chief Executive Officer: Adam Antoniades, 655 W. Broadway, 12th Floor, San Diego CA 92101

Sr. Vice President, Secretary: Robert Moses, 565 Fifth Avenue, 20th Floor, New York NY 10017

Sr. Vice President: Gregg Glaser, 1227 Mall Drive, Richmond VA 23235

Sr. Vice President: Joel Marks, 199 St. Nicholas Circle, Atlanta, GA 30327

Sr. Vice President: J. Vere Reynolds-Hale, 655 W. Broadway, 12th Floor, San Diego CA 92101

Sr. Vice President, Asst. Secretary: Shannon Condra, 655 W. Broadway, 12th Floor, San Diego CA 92101

Chief Operating Officer, Asst. Secretary: Tiy O'Neal, 655 W. Broadway, 12th Floor, San Diego CA 92101

Chief Financial Officer: Robert Milburn, 655 W. Broadway, 12th Floor, San Diego CA 92101

Chief Compliance Officer: Donna Lawson, 655 W. Broadway, 12th Floor, San Diego CA 92101

DIRECTORS

Adam Antoniades (Chair), 655 W. Broadway, 12th Floor, San Diego CA 92101

Robert Moses, 565 Fifth Avenue, 20th Floor, New York NY 10017

Gregg Glaser, 1227 Mall Drive, Richmond VA 23235

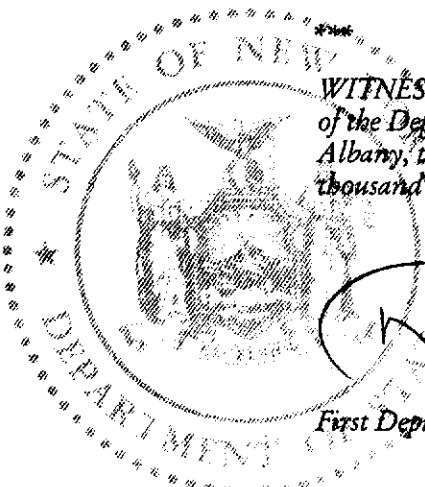Joel Marks, 199 St. Nicholas Circle, Atlanta, GA 30327

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of FIRST ALLIED SECURITIES, INC. was filed on 03/30/1993, under the name of ARGENT CAPITAL GROUP, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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 an existing corporation.

A Certificate of Amendment ARGENT CAPITAL GROUP, INC., changing its name to ACG, INC., was filed 12/09/1994.

A Certificate of Amendment ACG, INC., changing its name to FIRST ALLIED SECURITIES, INC., was filed 12/27/1994.

WITNESS my hand and the official seal of the Department of State at the City of Albany, this 27th day of July two thousand and ten.

First Deputy Secretary of State

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