

State of Idaho

Office of the Secretary of State

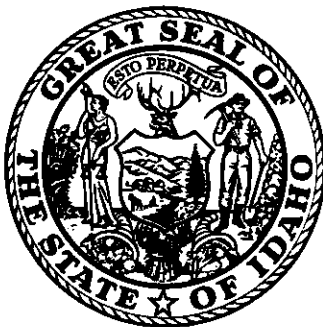
**CERTIFICATE OF AUTHORITY
OF
HSBC INSURANCE AGENCY (USA) INC.**

File Number C 197785

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: March 18, 2013



Ben Yursa
SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2013 MAR 18 PM 2:16

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:

HSBC Insurance Agency (USA) Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of:
- New York

4. Its date of incorporation is:
- 01/27/1999

5. The address of its principal office is:

452 Fifth Avenue, New York, NY 10018

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

One HSBC Center, Buffalo, NY 14203-2827

7. The street address of its registered office in Idaho is:
- 921 S Orchard Street, Suite G, Boise, Idaho 83705

and its registered agent in Idaho at that address is: C T Corporation System

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

Name	Title	Business Address
<u>Patrick Cozza</u>	<u>CEO & President/</u>	<u>545 Washington Blvd., Jersey City, NJ 07310</u>
<u>Thomas J. Scanlon</u>	<u>CFO</u>	<u>One HSBC Center, Buffalo, NY 14203-2827</u>
<u>Anthony Del Piano</u>	<u>Secretary</u>	<u>545 Washington Blvd., Jersey City, NJ 07310</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 3/11/2013

Signature: _____

Typed Name: Anthony Del PianoCapacity: Secretary

(The signer must be a director or an officer of the corporation.)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

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form\appforauthority_prd1.pmd
Revised 06/2005

Web Form

IDAHO SECRETARY OF STATE

03/18/2013 05:00

CK: NONE CT: 278665 BH: 1365154

1 @ 100.00 = 100.00 AUTH PRO # 2

1 @ 20.00 = 20.00 EXPEDITE C # 3

C197785

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of HSBC INSURANCE AGENCY (USA) INC. was filed on 01/27/1999, under the name of MARINE MIDLAND INSURANCE AGENCY 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 MARINE MIDLAND INSURANCE AGENCY INC., changing its name to HSBC INSURANCE AGENCY (USA) INC., was filed 07/28/1999.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of March
two thousand and thirteen.*

Daniel Shapiro
Special Deputy Secretary of State