

State of Idaho

Office of the Secretary of State

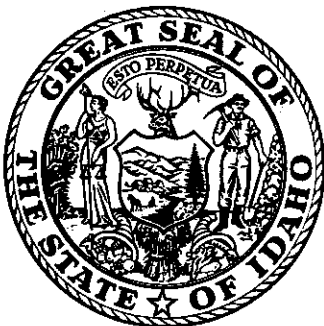
**CERTIFICATE OF AUTHORITY
OF
CETERA INVESTMENT SERVICES LLC**

File Number W 119750

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 Uniform Limited Liability 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: December 11, 2012



Ben Yursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

2012 DEC 11 PM 3:49

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

Cetera Investment Services LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

C T Corporation System

1111 West Jefferson, Suite 530, Boise, Idaho 83702

5. The street and mailing address of the limited liability company's principal office is:

400 1st Street South, Suite 300, St. Cloud, MN 56301

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager: SEE ATTACHMENT

Valerie G. Brown

200 N. Sepulveda Blvd., Suite 1200, El Segundo, CA 90245

8. The mailing address for future correspondence:

400 1st Street South, Suite 300, St. Cloud, MN 56301

9. Signature of a manager, member or authorized person.

Signature

Catherine M. Bonneau

Typed Name

Secretary of State use only

IDAHO SECRETARY OF STATE
12/11/2012 05:00
CK: 28013 CT: 20168 BH: 1350968
1 @ 100.00 = 100.00 REGFORLLC # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

W119750

1	Full Name:	Barnaby Grist
	Member/Manager:	Manager
	Business Address:	200 N. Sepulveda Blvd., Suite 1200
	City:	El Segundo
	State:	CA
	Zip Code:	90245
2	Full Name:	Catherine M. Bonneau
	Member/Manager:	Manager
	Business Address:	400 1st Street South, Suite 300
	City:	St. Cloud
	State:	MN
	Zip Code:	56301
3	Full Name:	Cetera Financial Group, Inc.
	Member/Manager:	Member, 100% interest owner
	Business Address:	200 N. Sepulveda Blvd., Suite 1200
	City:	El Segundo
	State:	CA
	Zip Code:	90245

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CETERA INVESTMENT SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

5243583 8300

121323963

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0055624

DATE: 12-11-12